

MARVEL®



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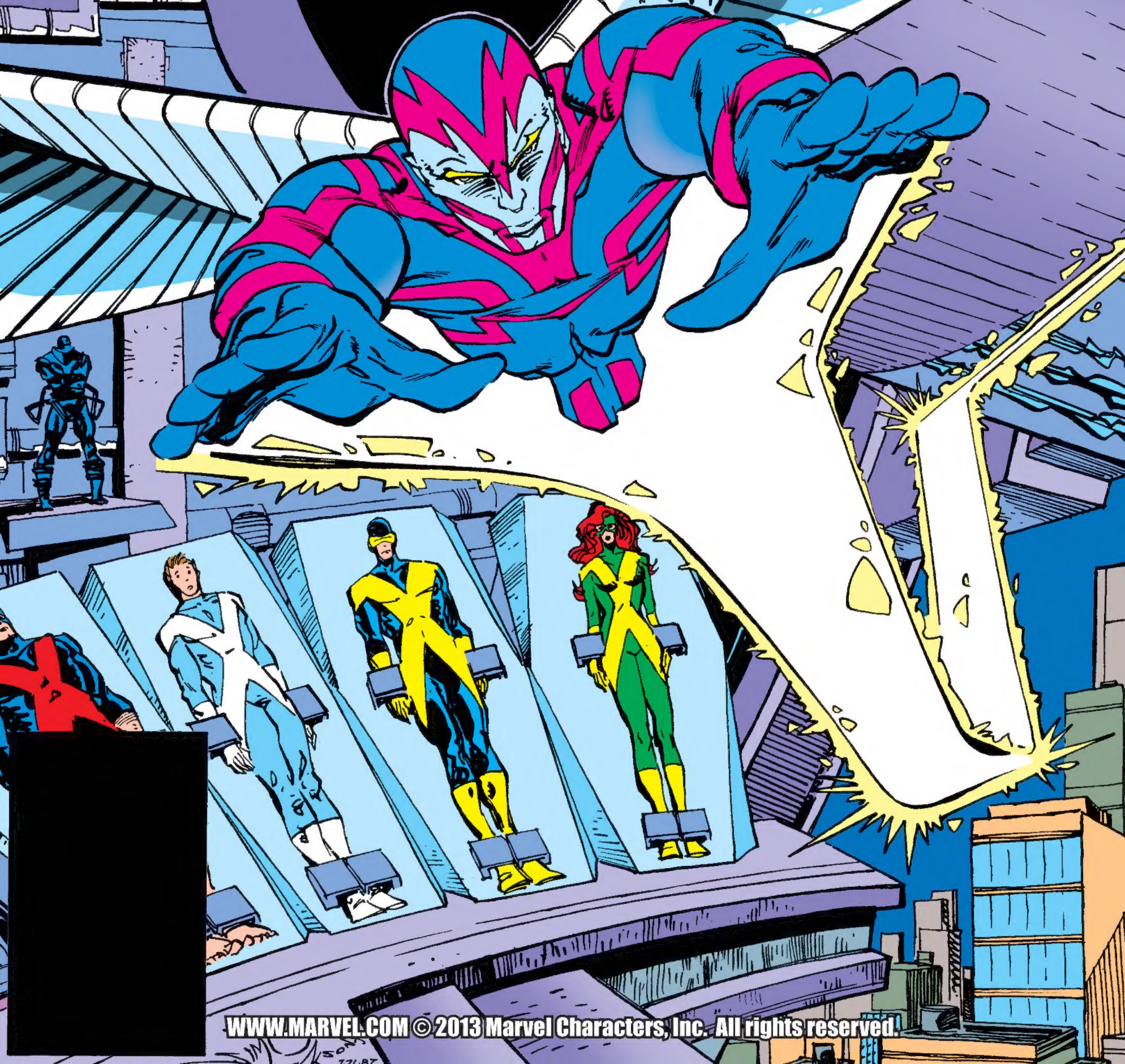
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CODE



AUTHORITY

# THE FALL OF THE MUTANTS

# X-FACTOR™





SOMETIMES A STORY DOES NOT BEGIN PRECISELY AT THE BEGINNING. A MOMENT AGO, THE X-FACTOR TEAM WAS IN VIRGINIA. NOW, IN THE BLINK OF AN EYE, THEY ARE ELSEWHERE.



LOUISE SIMONSON WRITER    WALTER SIMONSON PENCILER    BOB WIACEK INKER    JOE ROSEN LETTERER    PETRA SCOTESI COLORIST    BOB HARRAS EDITOR    TOM DEFALCO EDITOR IN CHIEF



CALIBAN  
DETECTS  
A STRONG  
MUTANT  
PRESENCE.

ONE UNKNOWN,  
BUT FAMILIAR.  
ONE NEW. THREE  
WHOM X-FACTOR  
HAVE FACED BE-  
FORE--THE  
THREE HORSE-  
MEN.

OR  
THEY  
CAN  
TURN  
UPON  
US?

JEAN--MARVEL  
GIRL--THROW UP  
A TELEKINETIC  
SHIELD  
AROUND US.

PERHAPS  
THEY HAIL  
FROM THIS  
VAST FOR-  
TRESS.

CALIBAN TIRES OF  
HIS HELPLESS-  
NESS. PERHAPS  
THERE IS ARMA-  
MENT HERE THAT  
CALIBAN MAY  
TURN UPON HIS  
ENEMIES!

WE JUST FINISHED A MAJOR  
BATTLE, SCOTT,\* WE DON'T  
NEED ANOTHER ONE. NOT  
NOW! NOT WHEN WE'RE  
SO CLOSE TO PEACE!

LAST  
TIME WE  
FACED THE  
HORSEMEN,\*  
PESTILENCE  
ALMOST KILLED  
YOU, HANK.

\*AGAINST THE RIGHT IN  
X-FACTOR #21-23. BOB.

\*IN X-FACTOR  
#19. BOB

YOU'RE SUPER-STRONG  
NOW, BEAST OLE PAL, AND  
GETTING STRONGER, BUT  
ANY EXERTION... WELL...  
PUTS A STRAIN ON YOU.

SO WHATEVER  
HAPPENS, HANG  
BACK, OKAY? LET  
US HANDLE THE  
BAD GUYS!

NO WAY, ICEMAN  
M'FRIEND! AN' THOUGH  
I WOULDN'T DREAM  
OF EXERTIN' MYSELF...

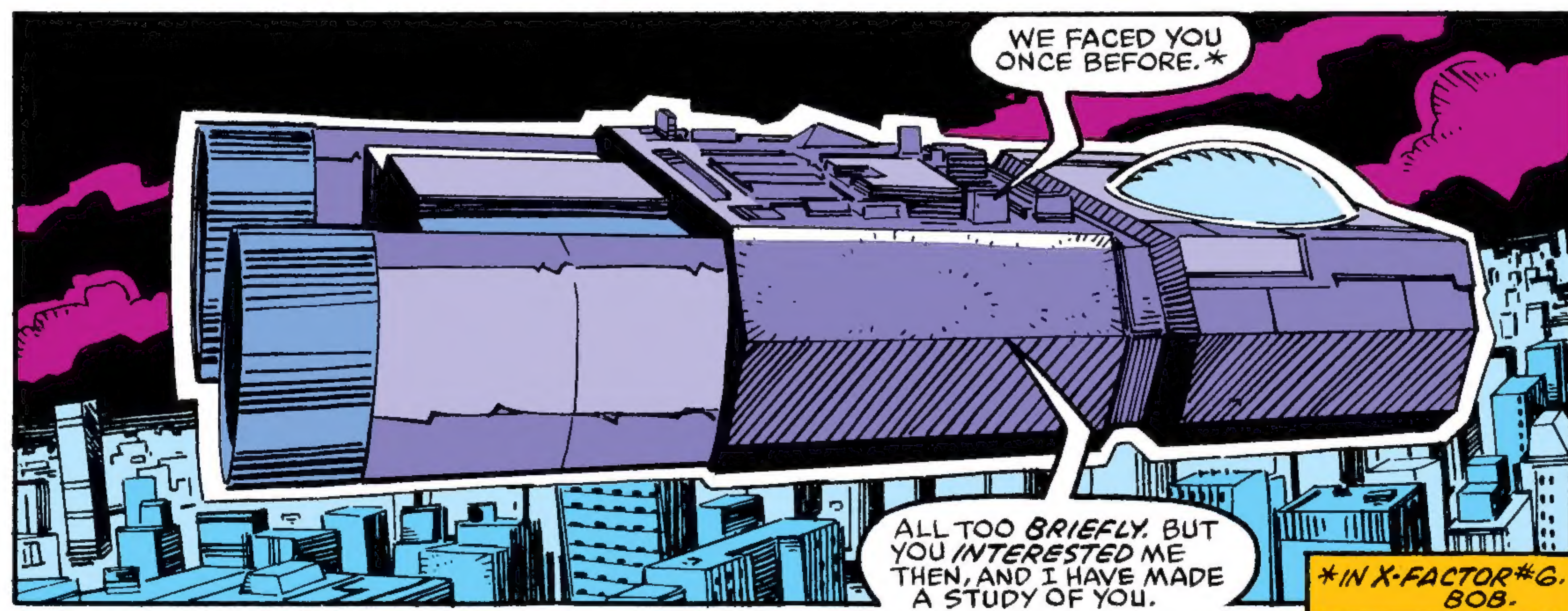
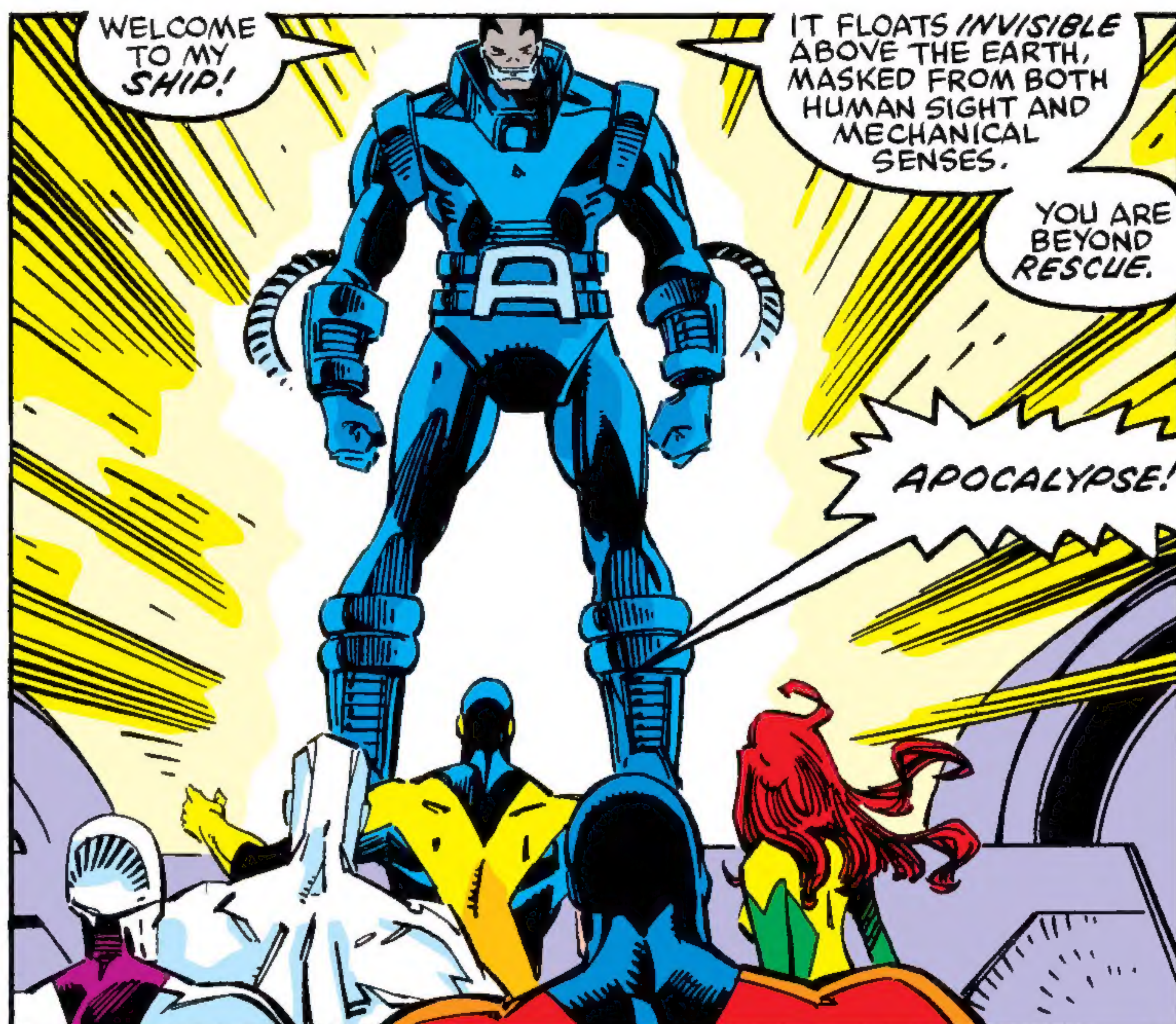
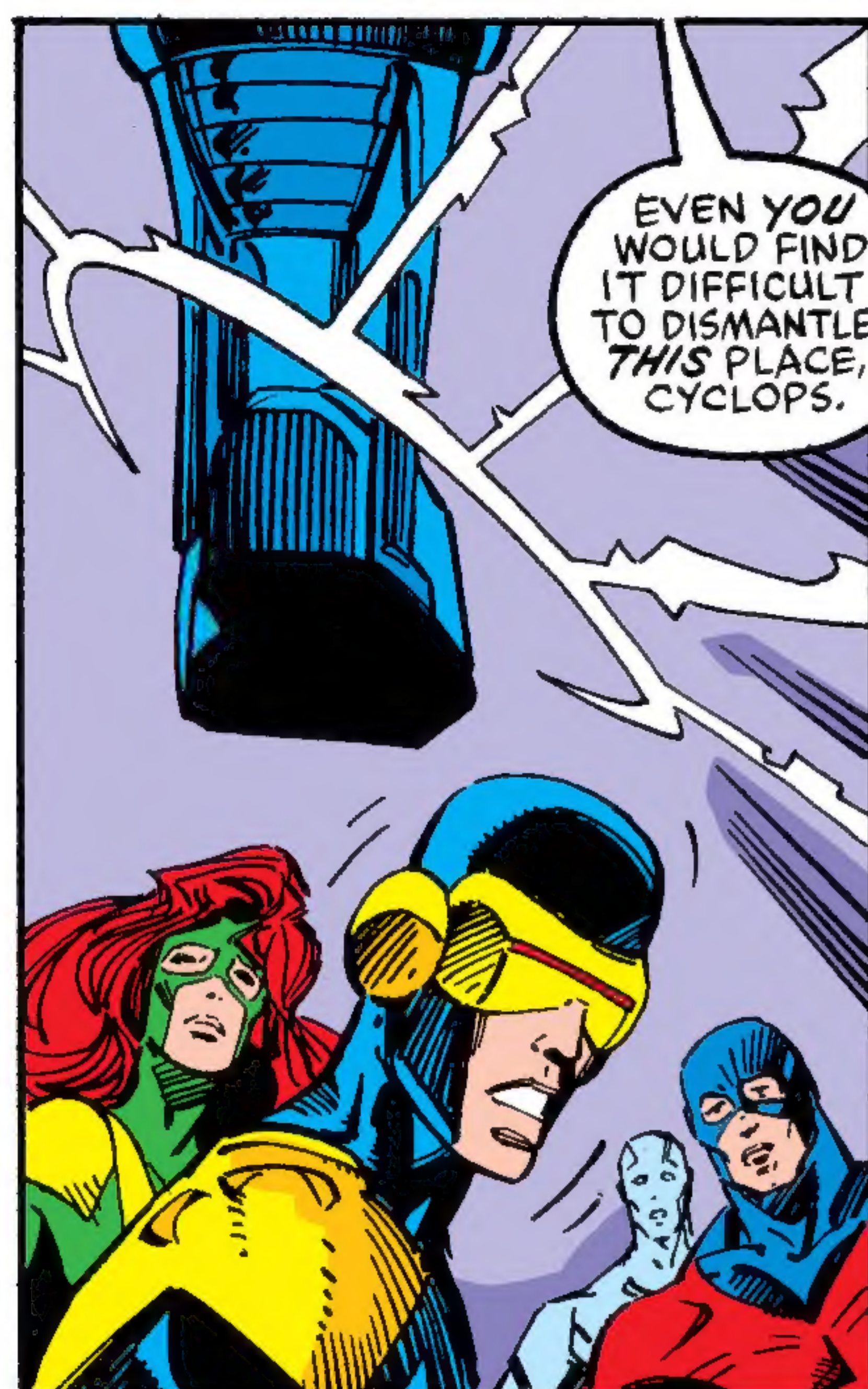
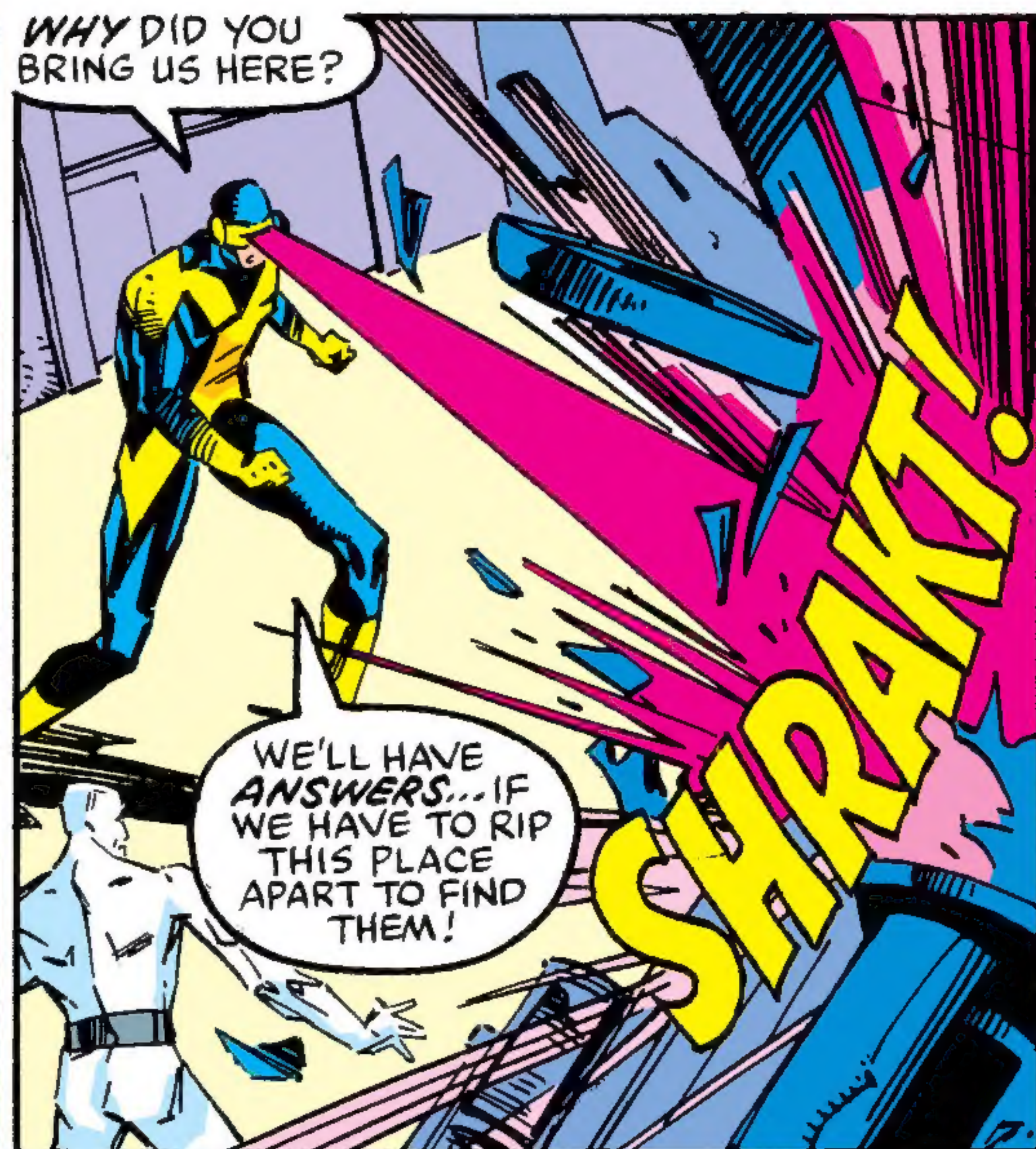
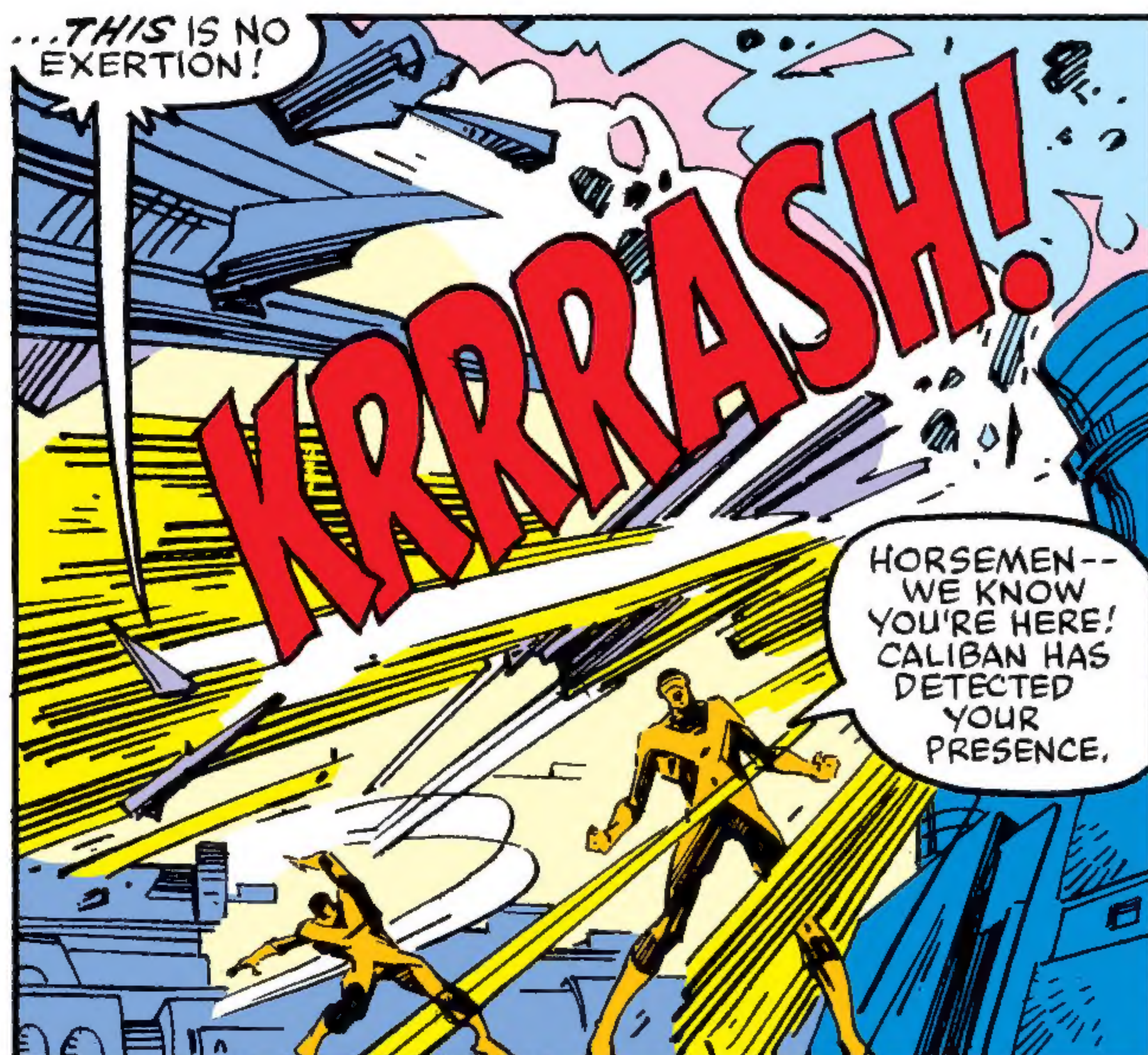
...I THINK WE  
OUGHTA LET THOSE  
CREEPS KNOW HOW  
WE FEEL ABOUT  
KIDNAPPERS...

RRRIIP!

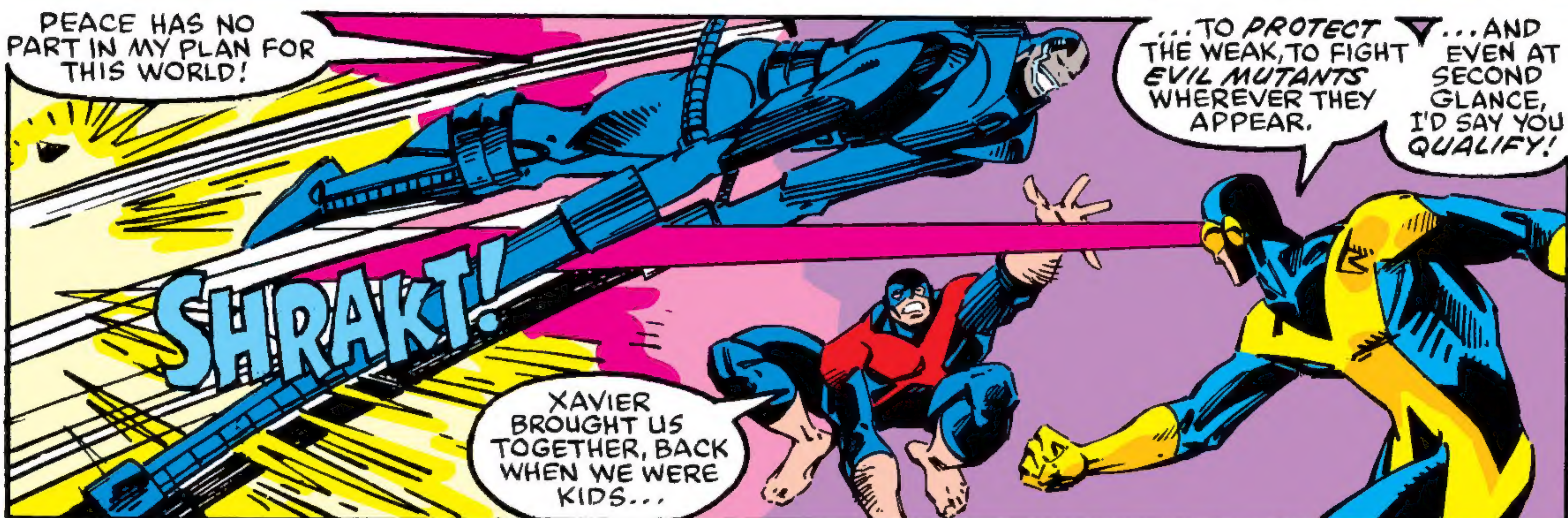
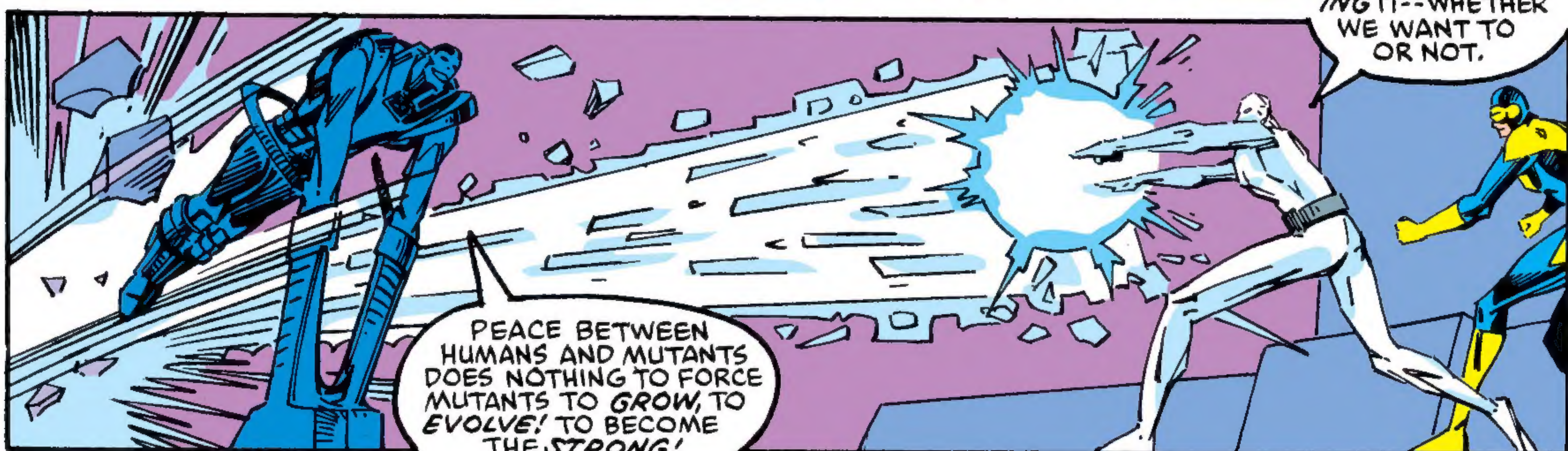
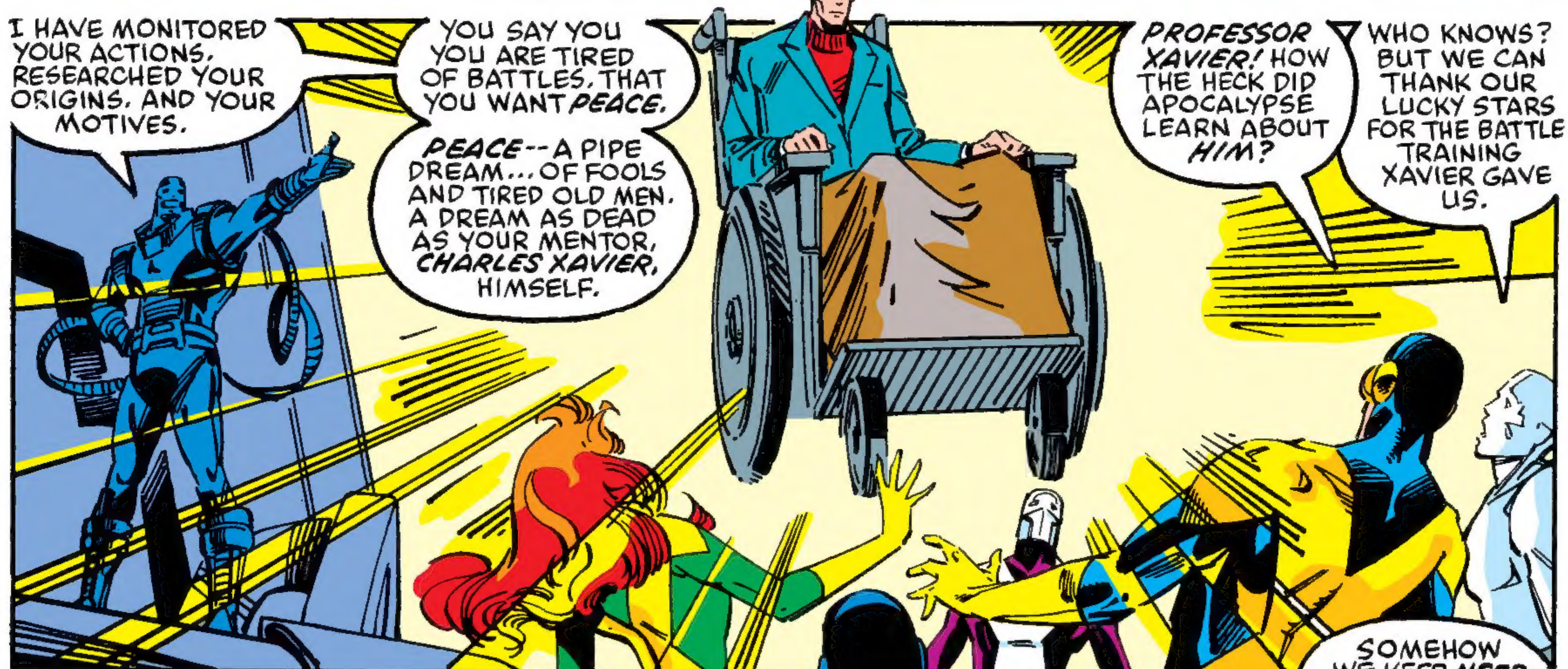
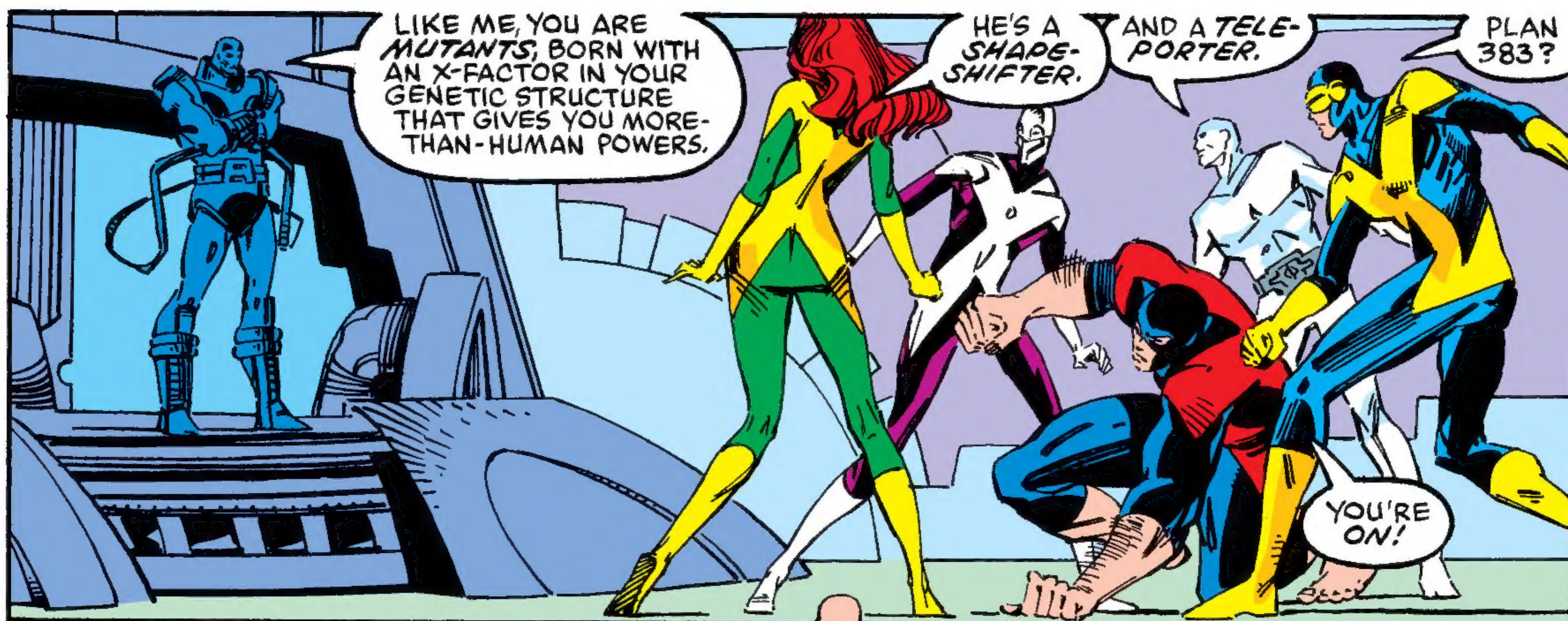
...MAYBE REMIND  
'EM WHO THEY'RE  
DEALING WITH...

... 'CAUSE  
AS I AM  
RIGHT NOW...

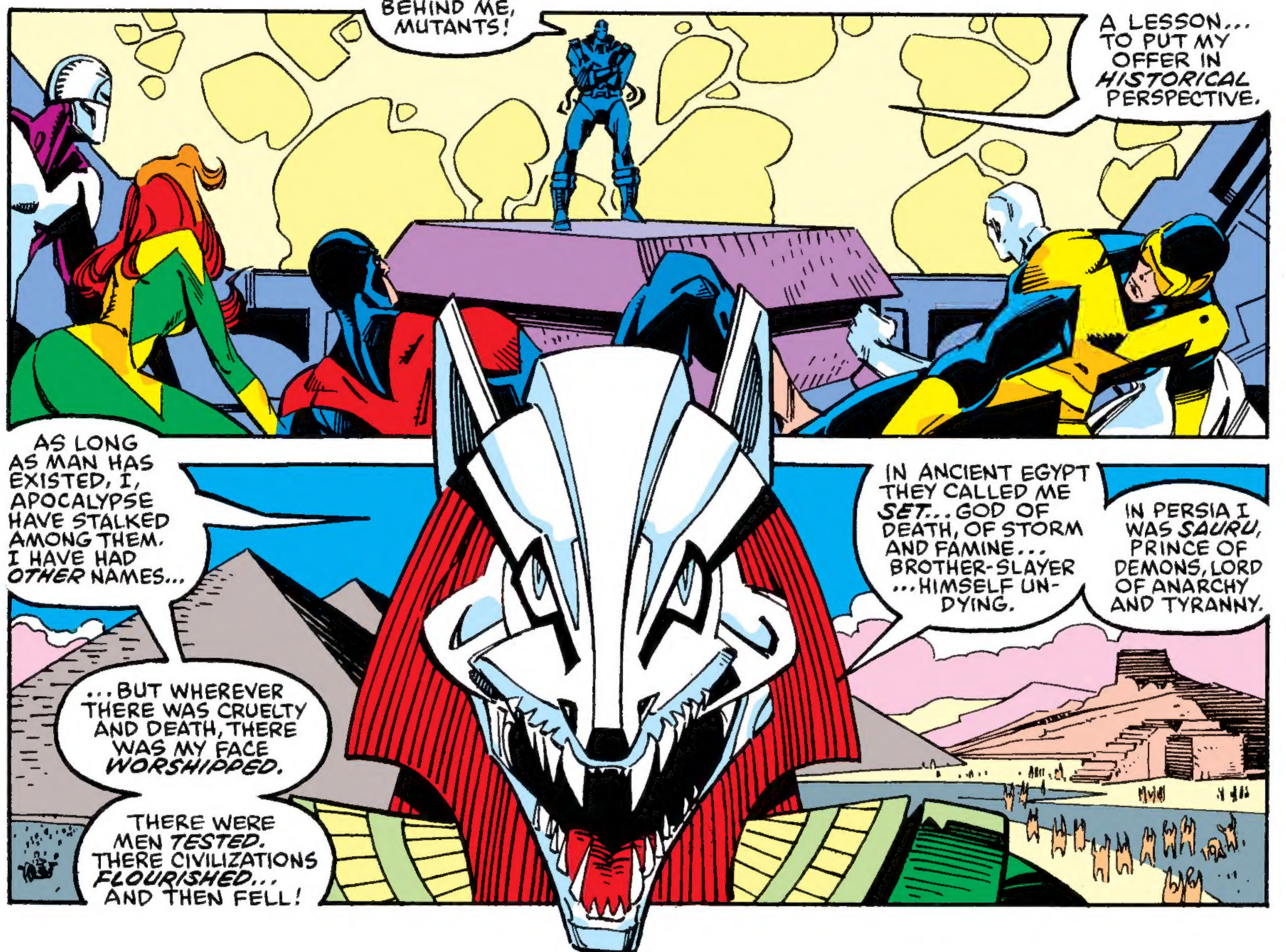
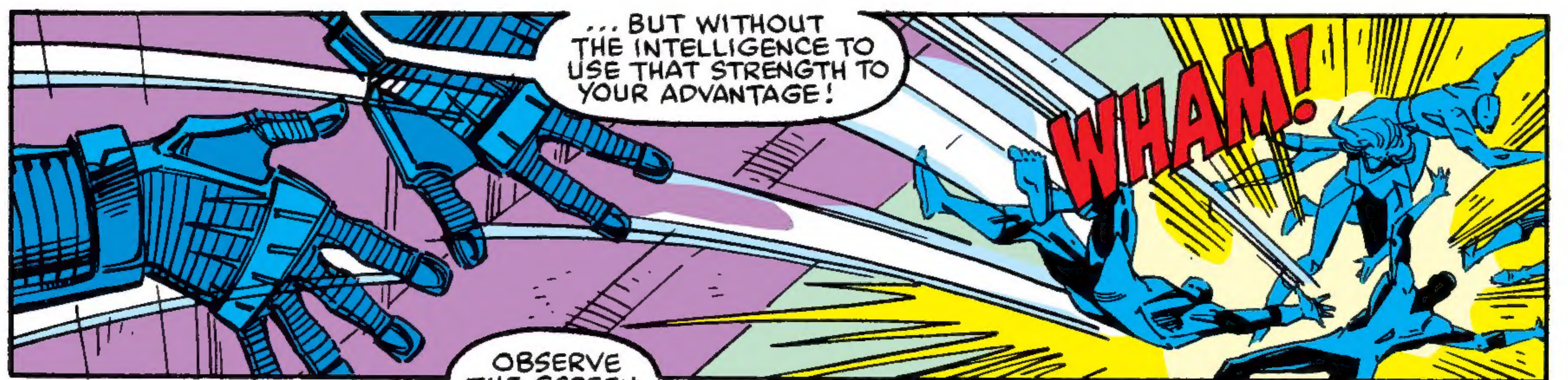
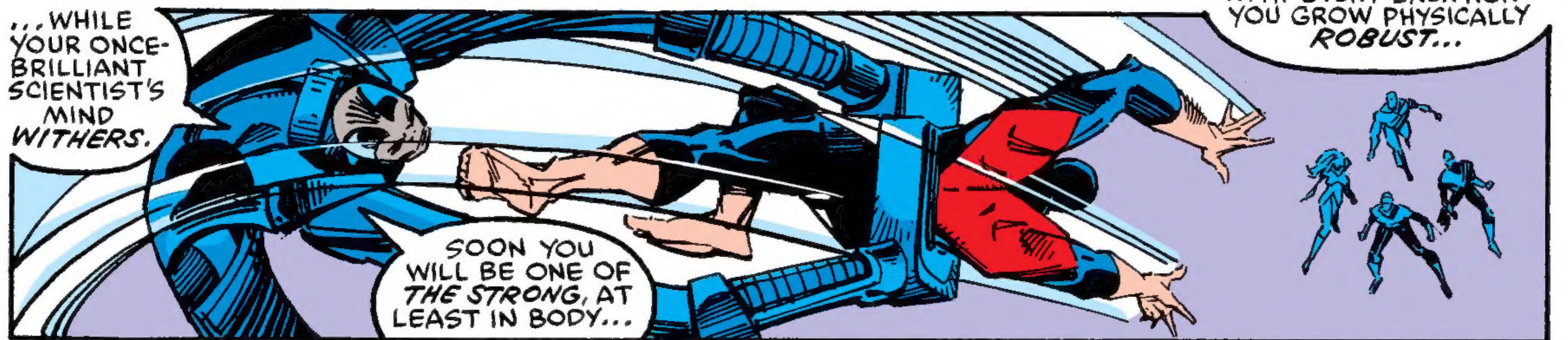
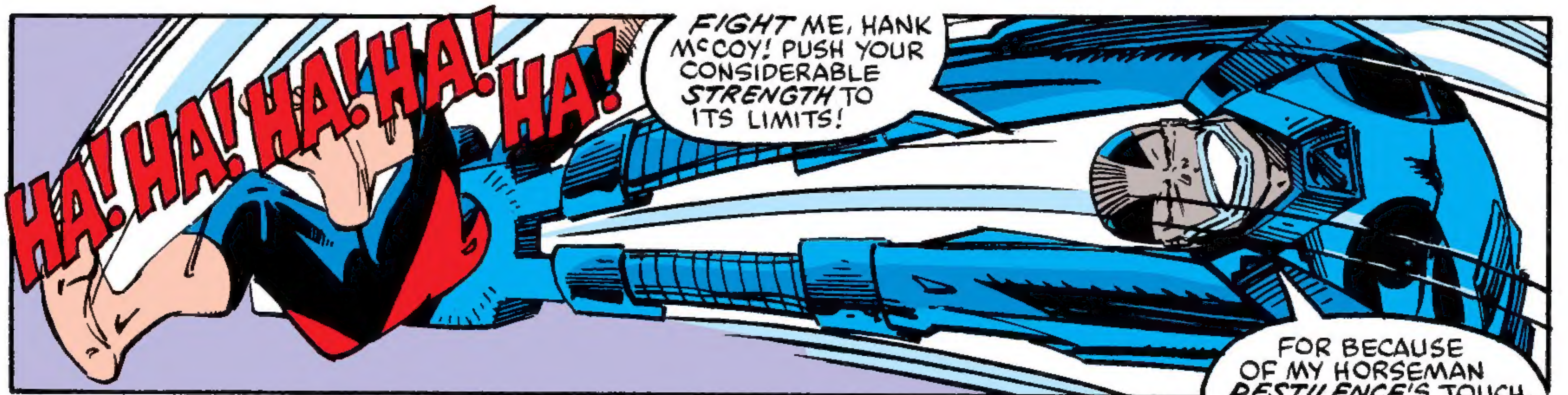














THE AZTECS CALLED ME **HUITZILOPOCHTLI**...  
GOD OF WAR AND  
BLOODY SACRIFICE.

IN INDIA, I WAS FOUR-ARMED **KALI-MA**, THE  
BLACK MOTHER, SWORD-WIELDING, DRAPED  
IN SNAKES, GIRDLED IN SKULLS.

ALWAYS I BROUGHT  
GROWTH, JUDGMENT,  
DESTRUCTION. AS IT  
WAS BEFORE, SO WILL  
IT BE AGAIN.

SO FAR,  
X-FACTOR, YOU  
HAVE SERVED ME,  
PRETENDED TO  
BE HUMAN  
MUTANT  
HUNTERS...

...FUELING  
MUTANTS' FEAR  
OF HUMANS AND  
HUMANS' HATRED  
OF MUTANTS.

A  
MISTAKE!

WE  
NEVER  
MEANT...!

WE WERE  
TRICKED...  
BETRAYED!

"BETRAYAL... AH, YES!  
I WAS COMING TO  
BETRAYAL!"

"YOU SEE BEFORE  
YOU **WARREN  
WORTHINGTON III**,  
X-FACTOR'S FOUNDER  
AND FINANCIER.

"A MAN WHO HAD EVERY-  
THING INCLUDING GOOD  
INTENTIONS. A MAN WHO  
GREW WINGS. WHO FLEW,  
WHO CALLED HIMSELF  
**THE ANGEL**."

"WHO WAS BETRAYED BY  
A JEALOUS HUMAN-- HIS  
WINGS AMPUTATED..."



... HIS FORTUNE **STOLEN** BY HUMANS WHO CALL THEMSELVES **THE RIGHT**, BUT WHOSE METHODS-- DESTRUCTION AND DEATH-- SERVE **ME**...

... AS YOU HAVE, SO FAR, SERVED **ME**.

**THE RIGHT** ENCOURAGES FEAR, HATRED AND GREED-- THE GAUNTLET IN WHICH ALL WHO LIVE ON EARTH ARE TESTED.

I **ALLOWED** WORTHINGTON'S RUIN. YOU **CAUSED** IT BY YOUR BLINDNESS IN THE HUMANS' HATRED.

YOU HAVE **POWER**. I HAVE **VISION**. JOIN ME, **FOLLOW ME**! I OFFER YOU DOMINION OVER THEM.

WHO GAVE YOU THE POWER TO OFFER US DOMINION OVER ANYTHING?

HUMANS AND MUTANTS HAVEN'T DONE SO WELL AT LIVING TOGETHER, SO FAR, BUT MAYBE THEY HAVEN'T REALLY TRIED.

CALIBAN'S PEOPLE, THE MORLOCKS, CREATED A SEPARATE **MUTANT STATE**, AWAY FROM THE HUMANS' SIGHT.

IT WAS THE **MARAUDERS**, OTHER **MUTANTS**, WHO ATTACKED AND DESTROYED THEM!

BUT WE-- **X-FACTOR**-- HAVE BEEN **MUTANTS'** **WORST ENEMIES**!

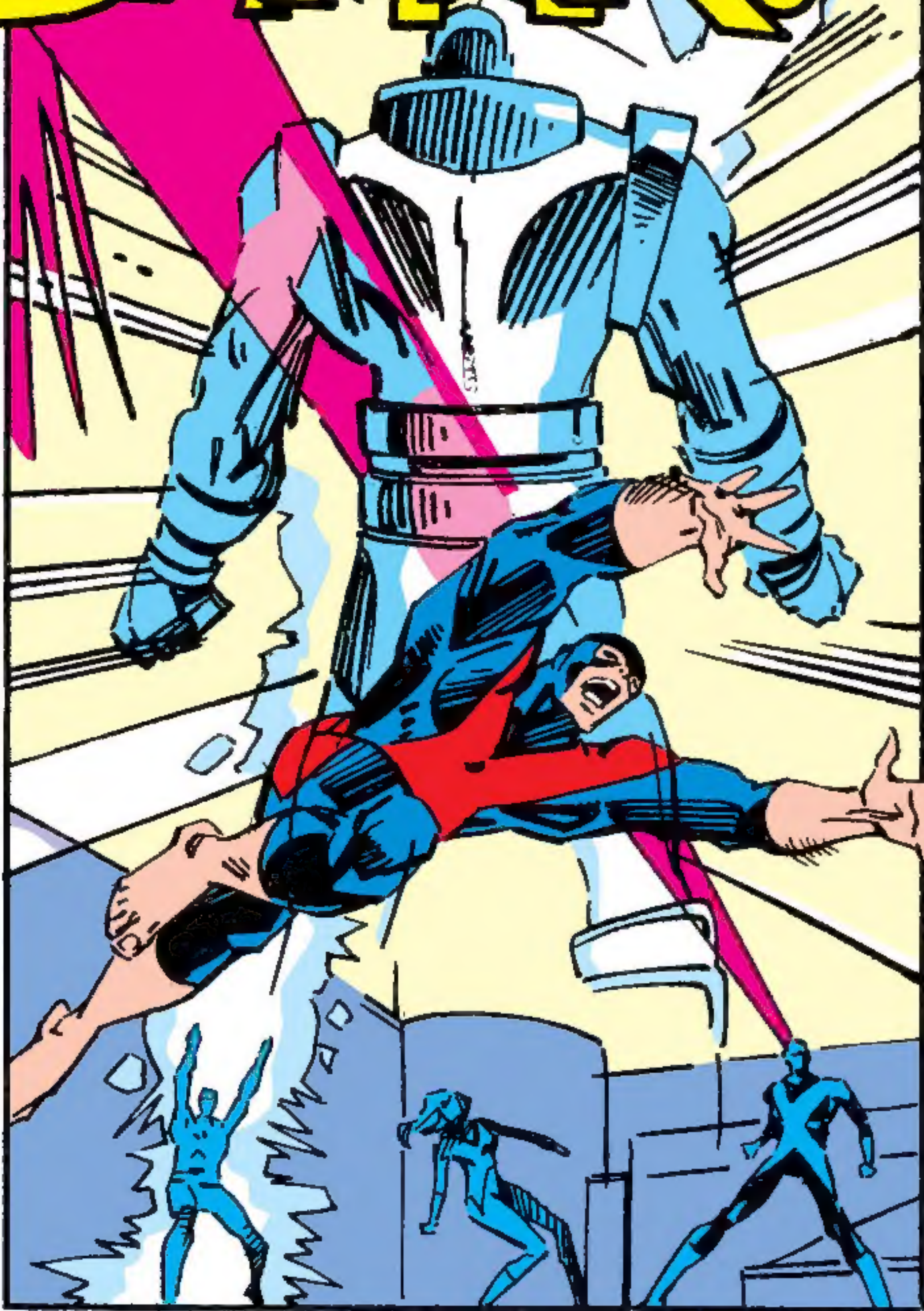
**SHRAKT!**

THAT TIME IS OVER!

WE NEED TO BUILD **PEACE** BETWEEN OUR PEOPLES, **APOCALYPSE**-- NOT MISTRUST AND VIOLENCE!



**BRAKK!**

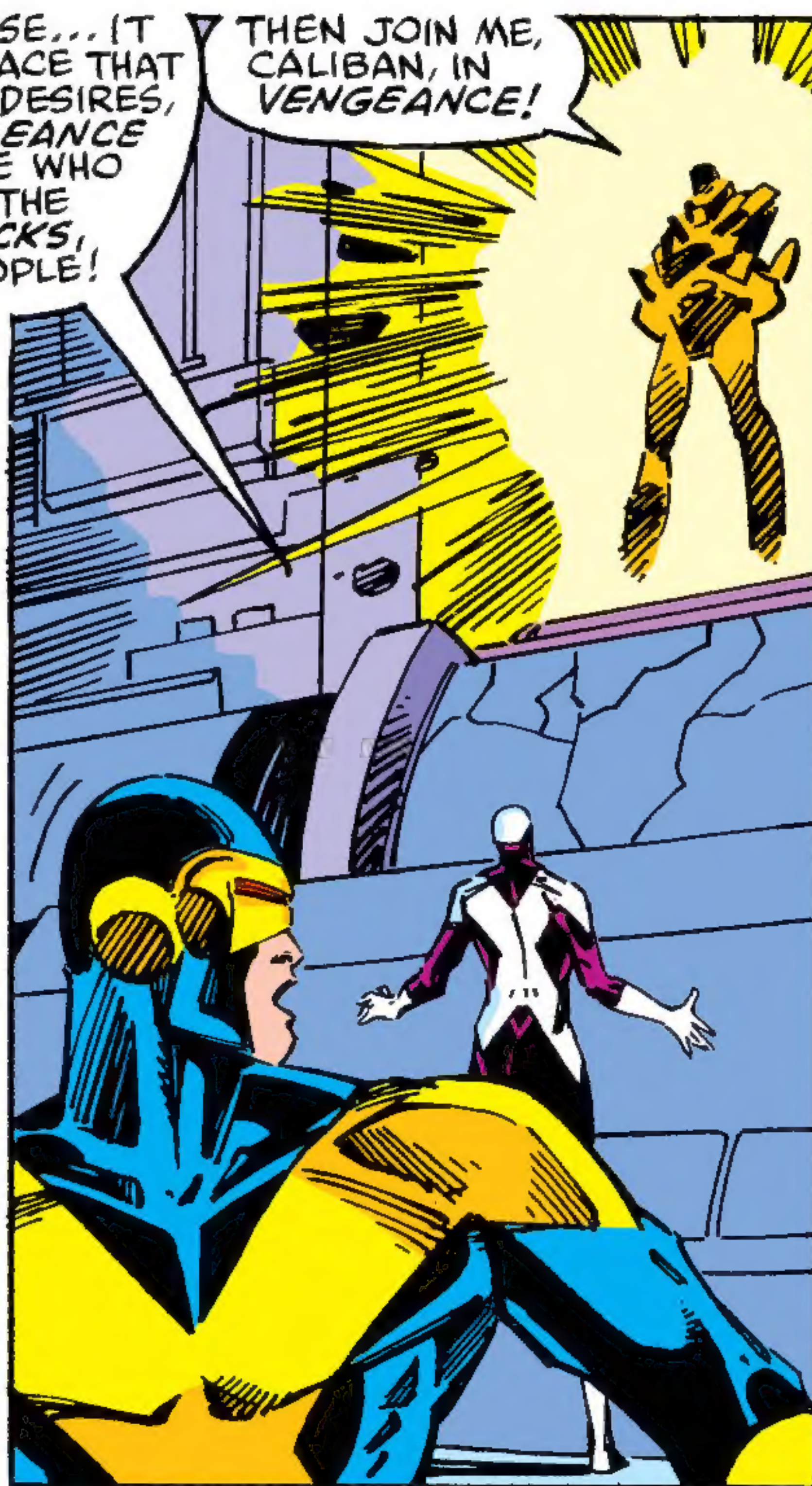


HE'S GONE!  
WHERE--?!



APOCALYPSE... IT IS NOT PEACE THAT CALIBAN DESIRES, BUT VENGEANCE ON THOSE WHO KILLED THE MORLOCKS, MY PEOPLE!

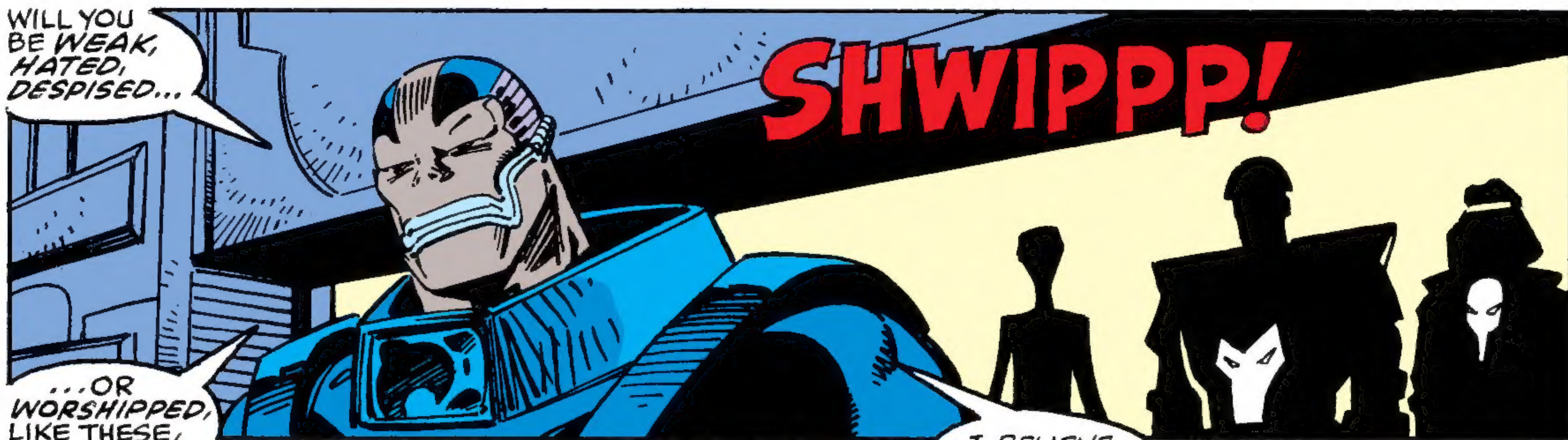
THEN JOIN ME, CALIBAN, IN VENGEANCE!



WILL YOU BE WEAK, HATED, DESPISED...

...OR WORSHIPPED, LIKE THESE, AS GODS?

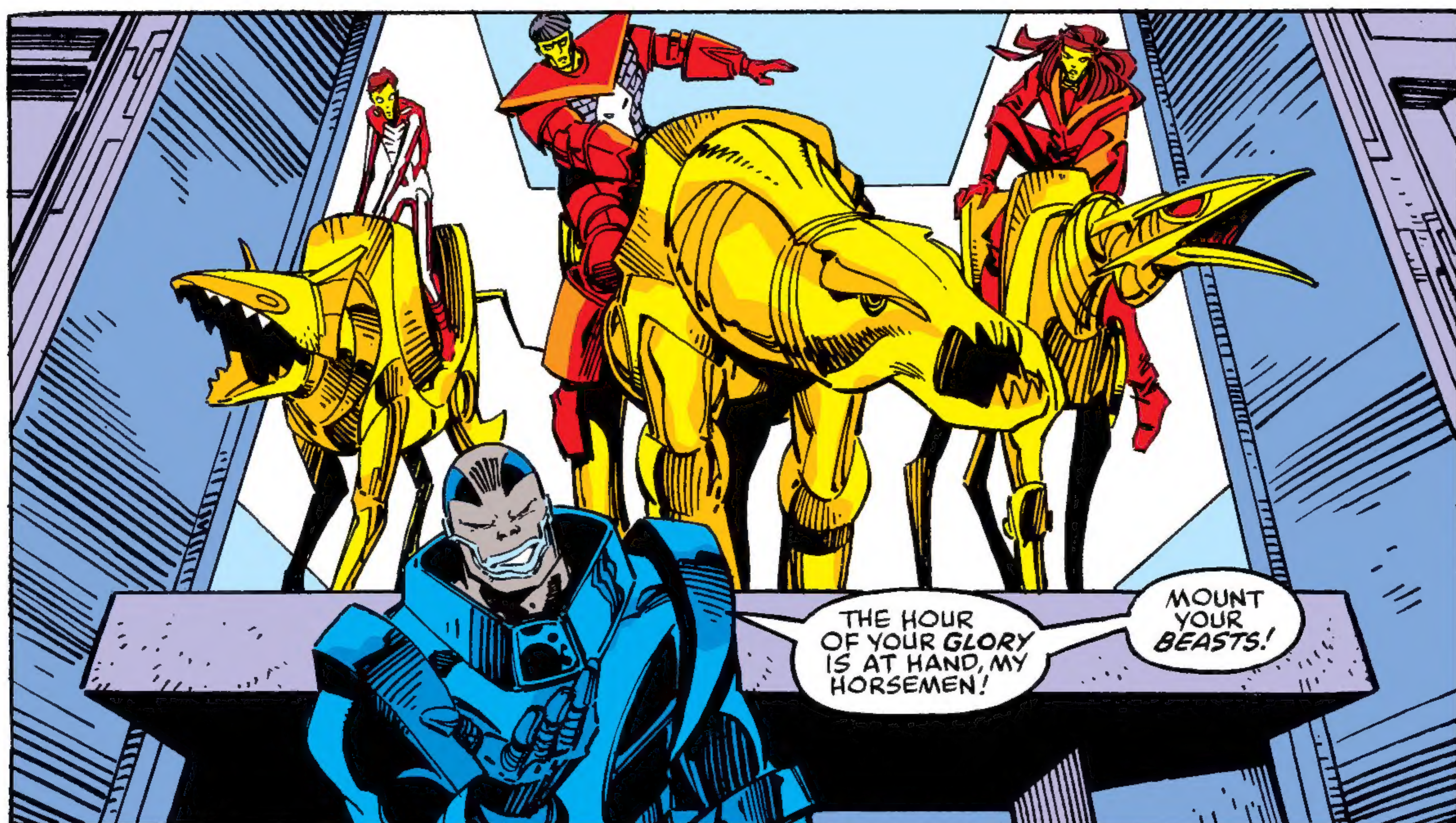
**SHWIPPP!**



I BELIEVE YOU'VE MET... MY HORSE-MEN!

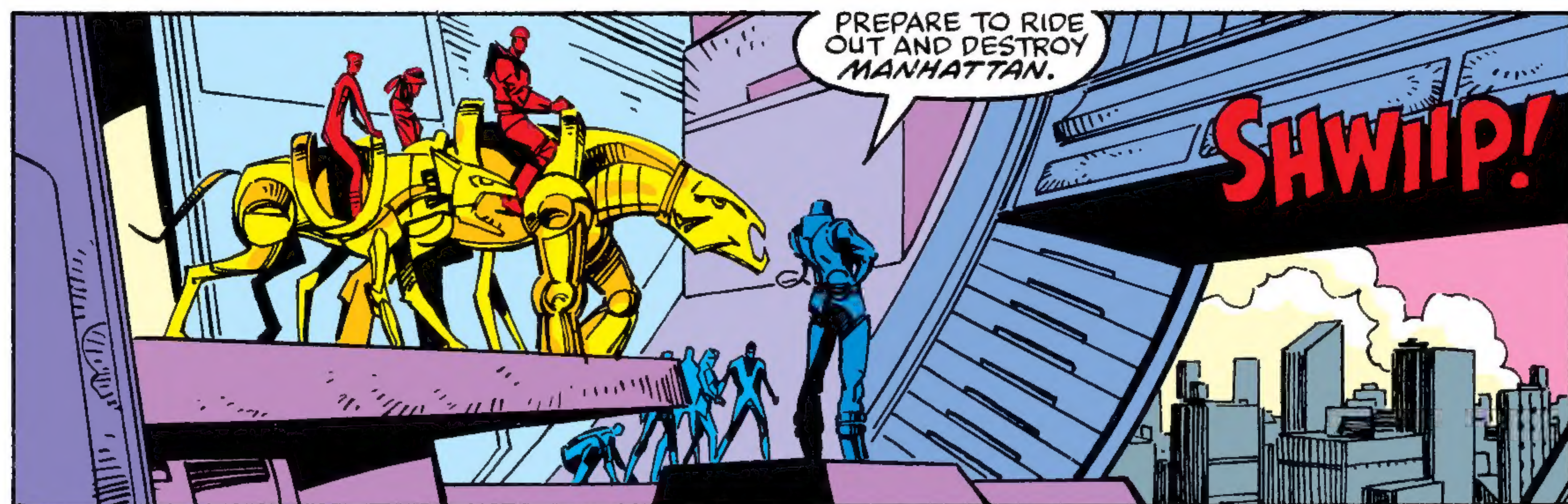






THE HOUR  
OF YOUR GLORY  
IS AT HAND, MY  
HORSEMEN!

MOUNT  
YOUR  
BEASTS!



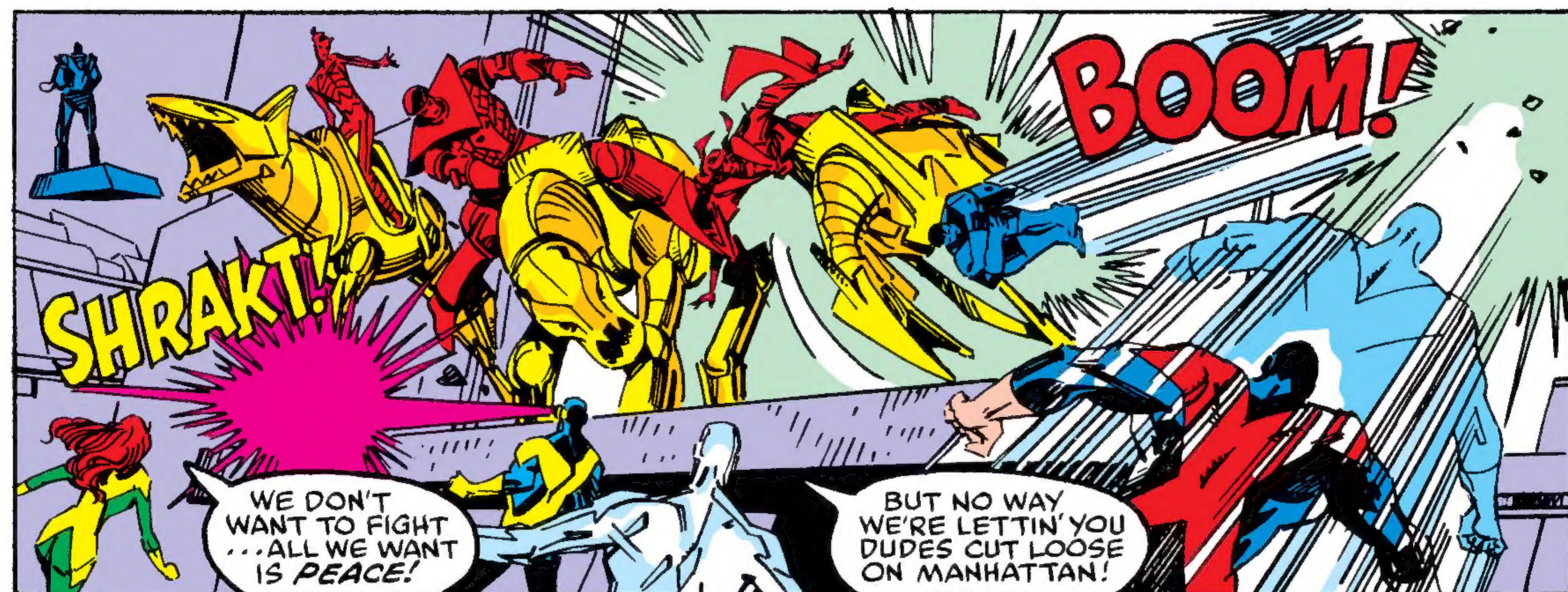
PREPARE TO RIDE  
OUT AND DESTROY  
MANHATTAN.

**SHWIIP!**



NO!

WE CAN'T  
ALLOW THAT!



**BOOM!**

**SHRAKT!**

WE DON'T  
WANT TO FIGHT  
...ALL WE WANT  
IS PEACE!

BUT NO WAY  
WE'RE LETTIN' YOU  
DUDES CUT LOOSE  
ON MANHATTAN!



YES, FIGHT THEM!  
TEST YOURSELVES  
AGAINST THEM! TO-  
GETHER WE SHALL  
DISCOVER YOUR  
TRUE WORTH!

**CLAP!**

A WARNING,  
CYCLOPS! NEXT  
TIME, I'LL TAKE  
OFF YOUR HEAD!

HE'S SURROUNDED  
BY A TELEKINETIC  
INHIBITOR FIELD  
AND MIRRORED  
TO REFLECT MY  
OPTIC BLASTS!  
HOW--?

**BOOM!**

DISTRACT  
HIM! KEEP  
HIM TALK-  
ING...

SURE, FIGHT US,  
WAR, BUT WHY AT-  
TACK DEFENSELESS  
HUMANS? WE'RE  
ALL FROM HUMAN  
STOCK...

...MUTANTS  
ONLY THROUGH  
AN ACCIDENT  
OF BIRTH. OUR  
DEBT TO THEM--

I OWE A  
GREATER  
DEBT! I WAS  
A SOLDIER,  
PARALYZED,  
FORGOTTEN  
BY MY  
COUNTRY!

POTENTIALLY  
POWERFUL...  
BUT UNABLE  
TO CLAP MY  
HANDS...TO  
EXERCISE  
THAT POWER!

APOCALYPSE  
TOOK ME... RE-  
CREATED ME,  
UNLEASHED THE  
NOISE AND LIGHT  
AND LIFE! HE  
MADE ME WAR--

--AND NOW I'LL  
GIVE YOU PEACE!  
THE ULTIMATE PEACE  
...OF THE GRAVE!

NO!  
SCOTT--  
MOVE!  
NOW!

**THUDD!**

HA! HA!  
HA! HA!  
HA!

PEACE... YOU  
WILL LACK, JEAN  
GREY! BUT I  
CAN GIVE YOU  
POWER!

I CAN SHOW  
YOU THAT SPARK  
WITHIN YOURSELF  
THAT COULD GROW  
TO CONSUME ALL.

NO!

CALIBAN!  
WATCH  
OUT!

**BOINK!**

UGH!



A NATURAL CYCLE--  
FROM WAR TO IM-  
PROVED TECHNOLOGY  
TO GROWTH TO GREED.  
AND GREED LEADS  
TO WAR.

NOW,  
SCOTT!

SHRAKT!

SHR-

WHAM!

GOT IT, JEANIE!  
MY BLAST CAN'T  
TOUCH HIM--BUT  
THEY CAN KNOCK  
THE HECK OUTTA  
THAT WALL--

--AND THAT SHOULD  
TAKE CARE OF HIM FOR  
A WHILE!

HEY, ICEMAN,  
I HEARD YOU  
ON TV, TELLING  
THE HUMANS  
"KNOW MUTANTS  
BY THEIR DEEDS!"

IT'S  
ONLY  
FAIR!

I'M FAMINE!  
I SPARE NOBODY!  
WHAT COULD  
BE FAIRER  
THAN THAT?

ST...  
STARVING!  
WASTING  
AWAY...!

YOU GOT A  
BIG POWER,  
KID, BUT YOU'VE  
GOT A BIGGER  
MOUTH!

AND YOU'RE  
AN AIR-HEAD!  
THE WORLD  
THINKS YOU'RE  
HUMAN MUTANT-  
HUNTERS!

YOU THINK  
THEY'LL ACCEPT  
YOU WHEN THEY  
FIND OUT WHAT  
YOU ARE?

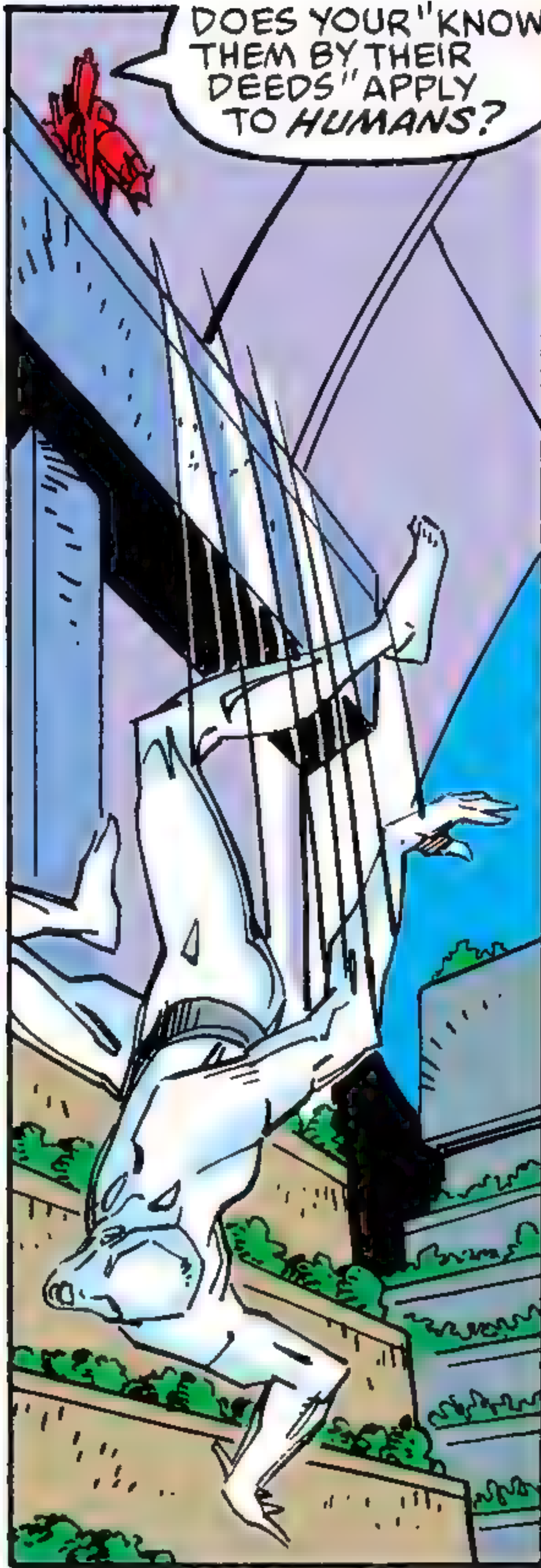
WE SAVED  
MUTANTS WHO  
WERE IN TROUBLE!  
WE TRIED TO  
MAKE THE WORLD  
A BETTER  
PLACE...!

YOU DESIRE  
ACCEPTANCE?  
FORGET  
ACCEPTANCE!  
IT MAKES YOU  
FAT AND LAZY.

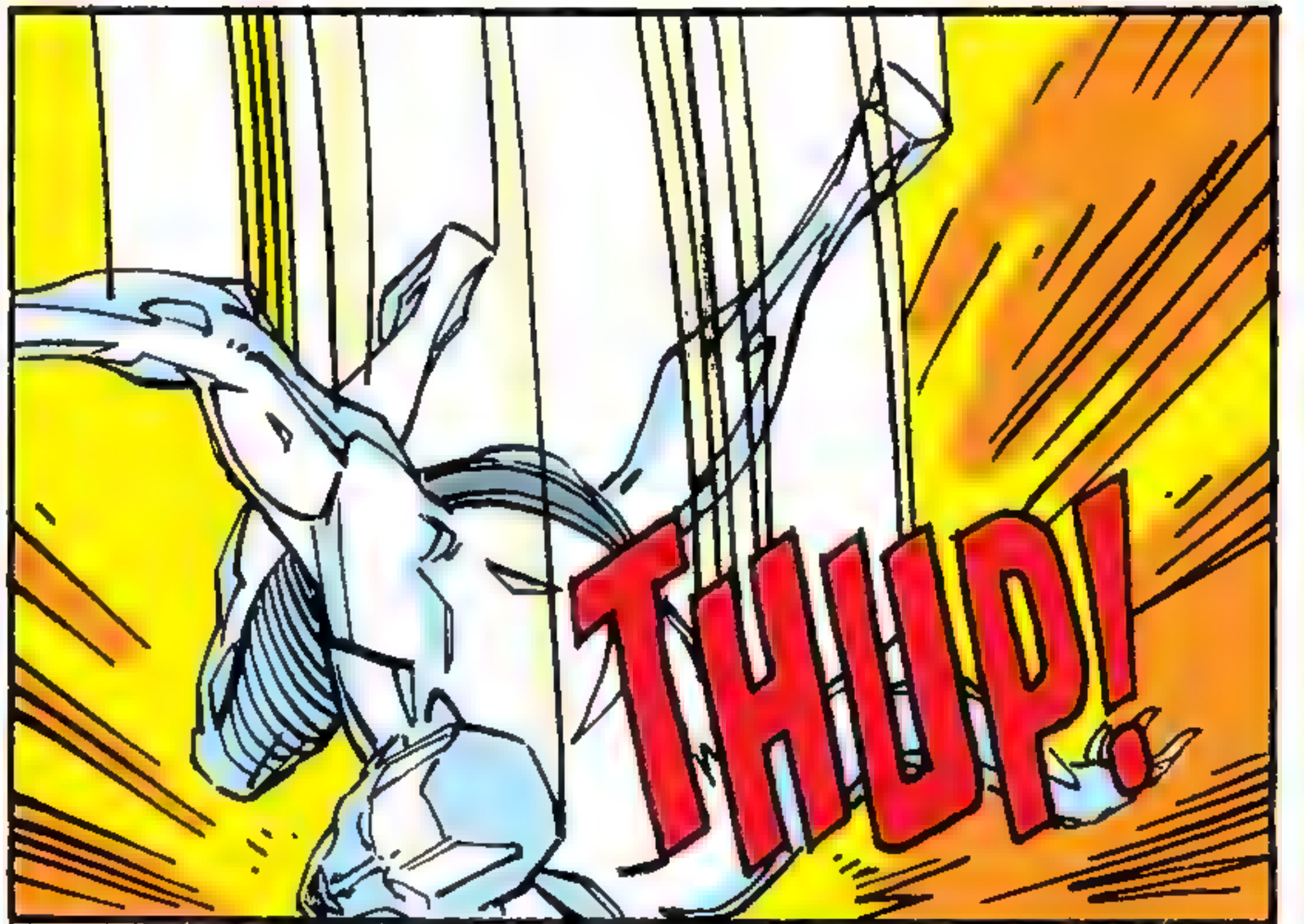
UNG...



HUNGER, DESIRE,  
DEPRIVATION,--  
THESE MAKE YOU  
**STRONG.**



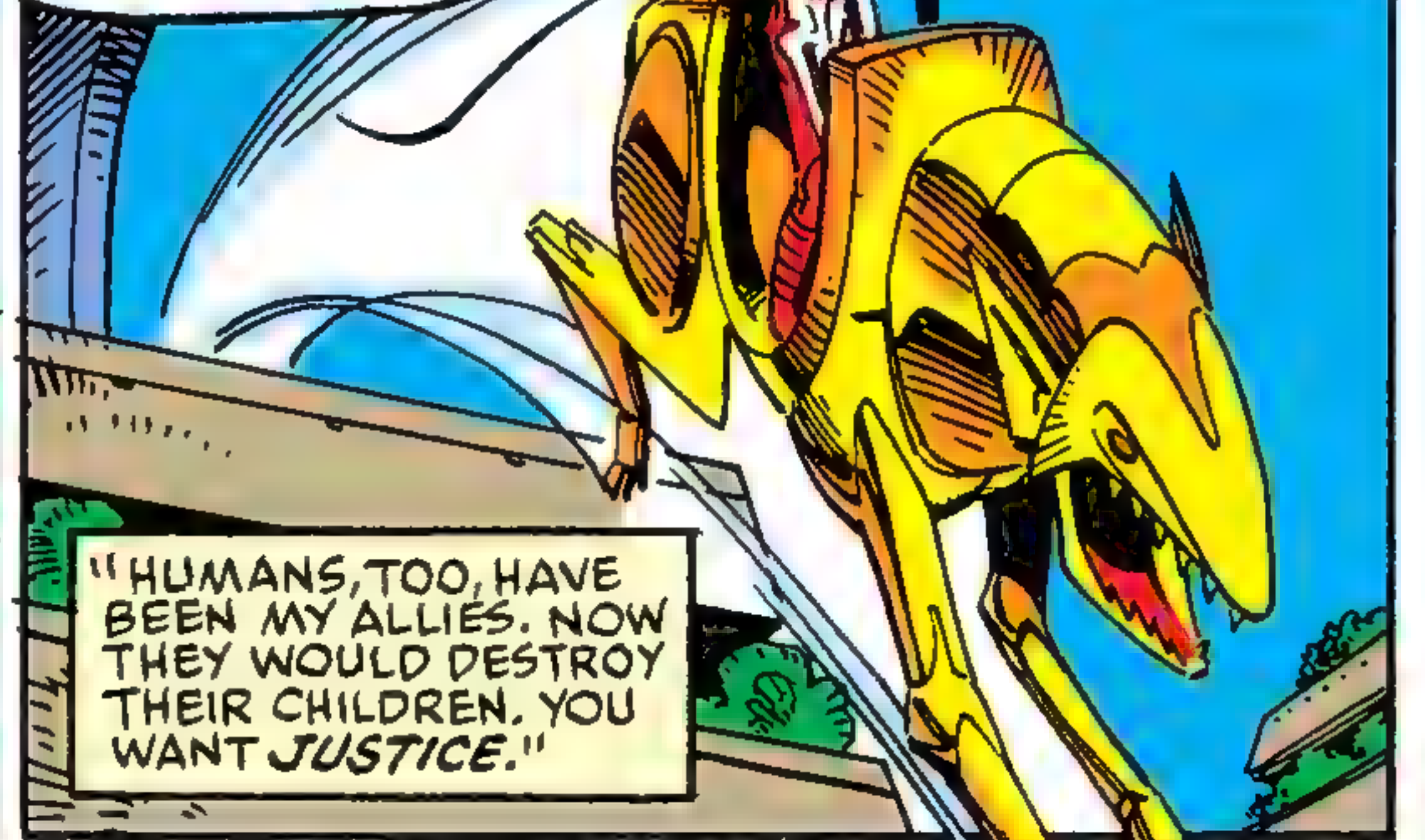
DOES YOUR "KNOW  
THEM BY THEIR  
DEEDS" APPLY  
TO *HUMANS*?



**THUP!**

THEY MADE THE  
**BOMBS**, INCREASED  
THE **RADIATION**  
THAT LED TO  
MUTANT BIRTHS--

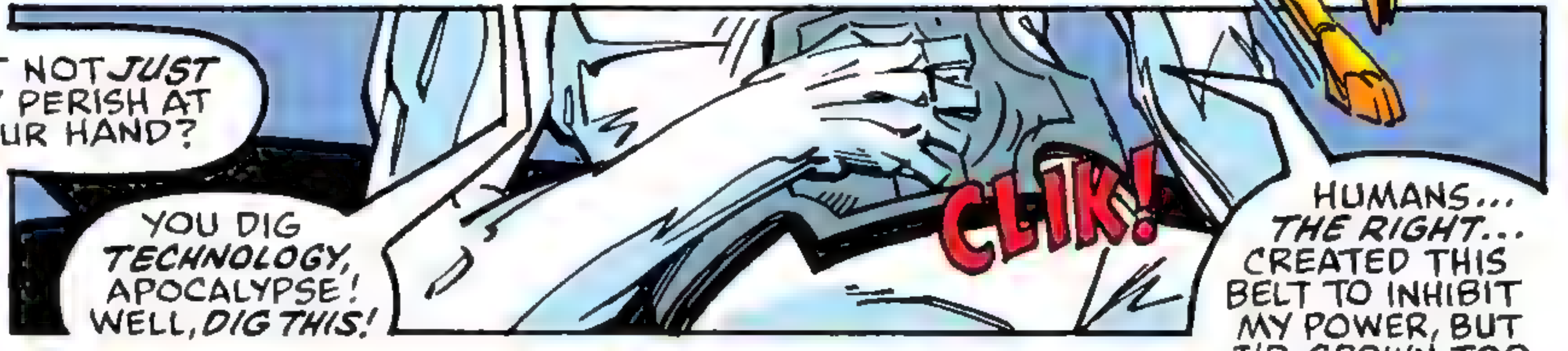
YOUR  
BIRTH...  
AND  
MINE!



"HUMANS, TOO, HAVE  
BEEN MY ALLIES. NOW  
THEY WOULD DESTROY  
THEIR CHILDREN. YOU  
WANT **JUSTICE**."

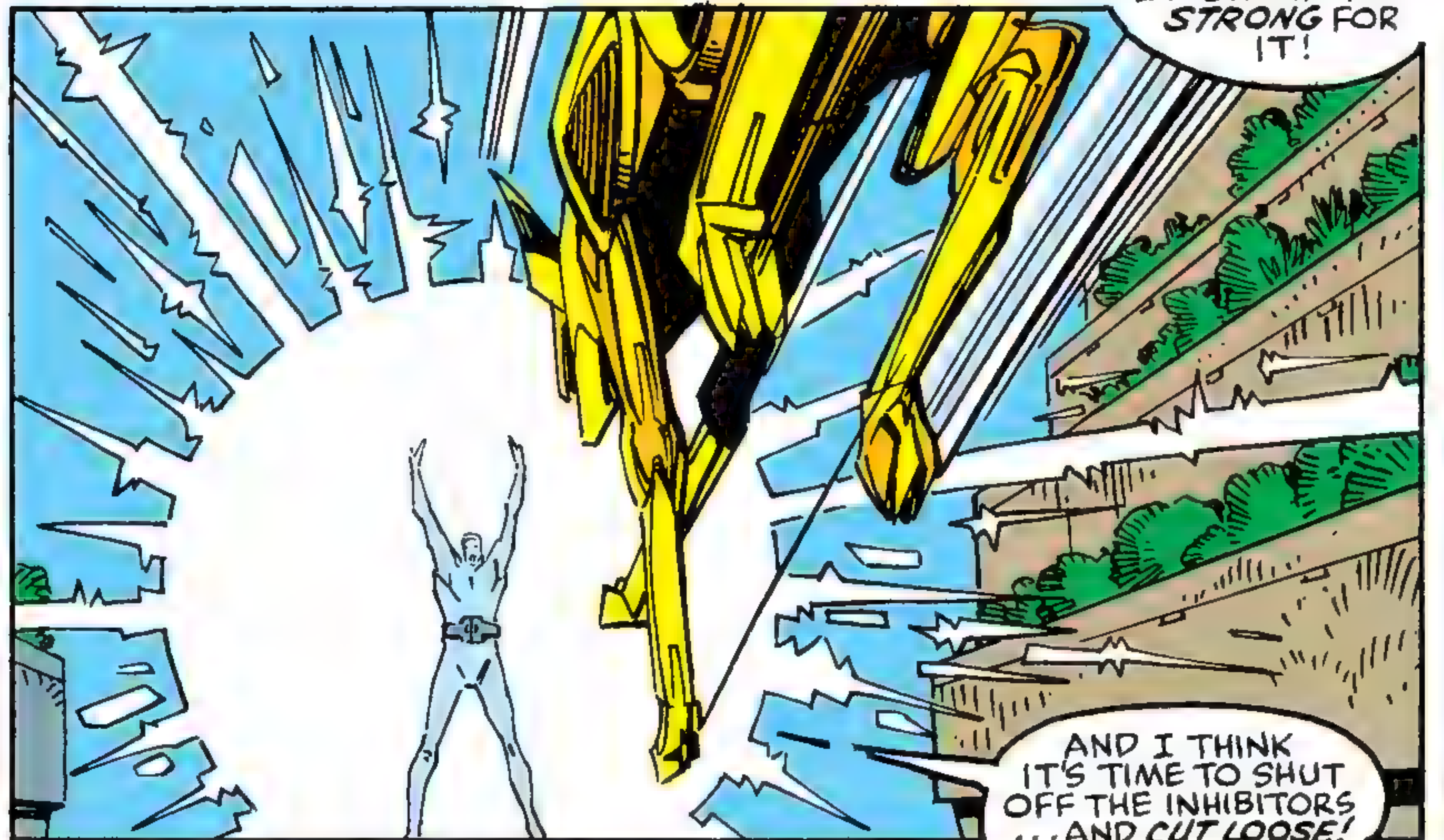
IS IT NOT **JUST**  
THEY PERISH AT  
YOUR HAND?

YOU DIG  
TECHNOLOGY,  
APOCALYPSE!  
WELL, DIG THIS!

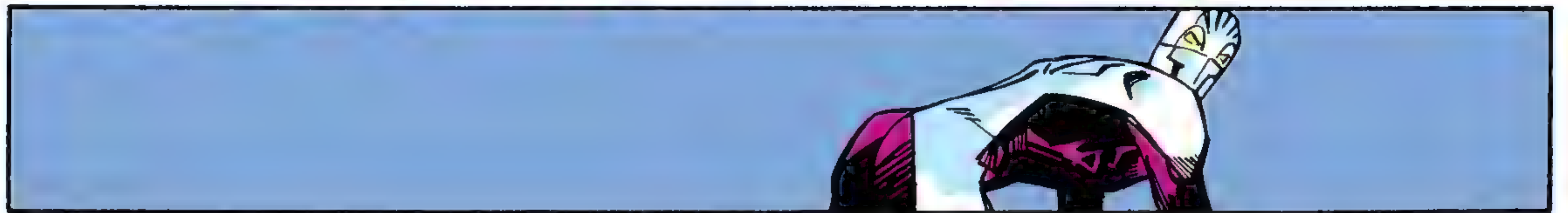


**CLIK!**

HUMANS...  
THE **RIGHT**...  
CREATED THIS  
BELT TO INHIBIT  
MY POWER, BUT  
I'D GROWN TOO  
**STRONG** FOR  
IT!

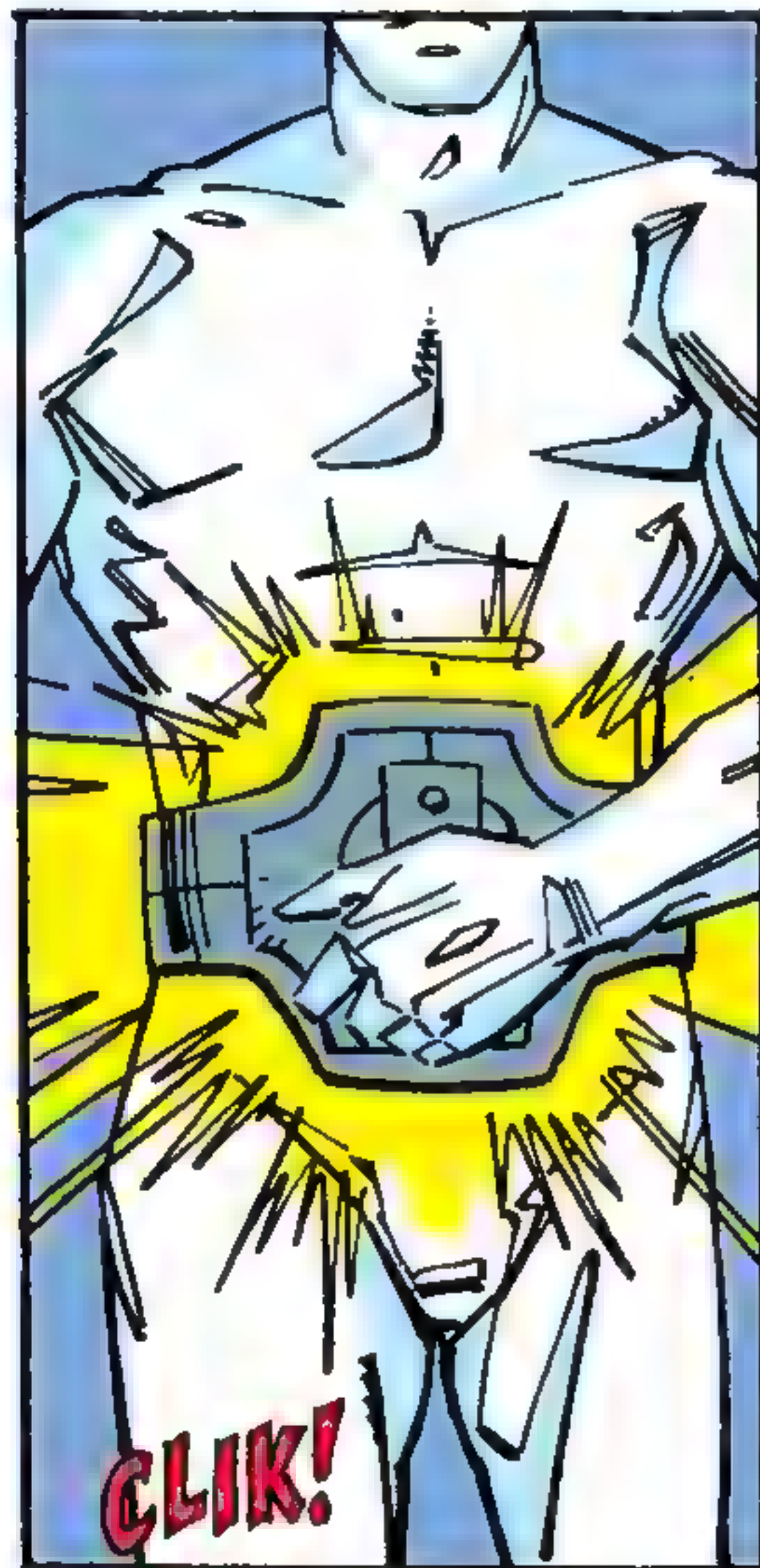
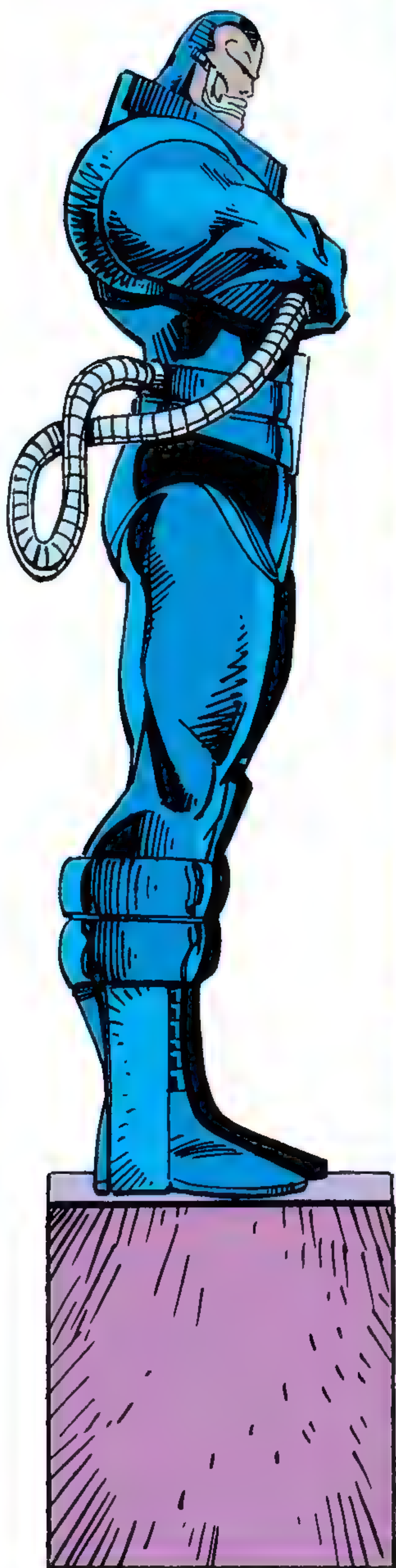
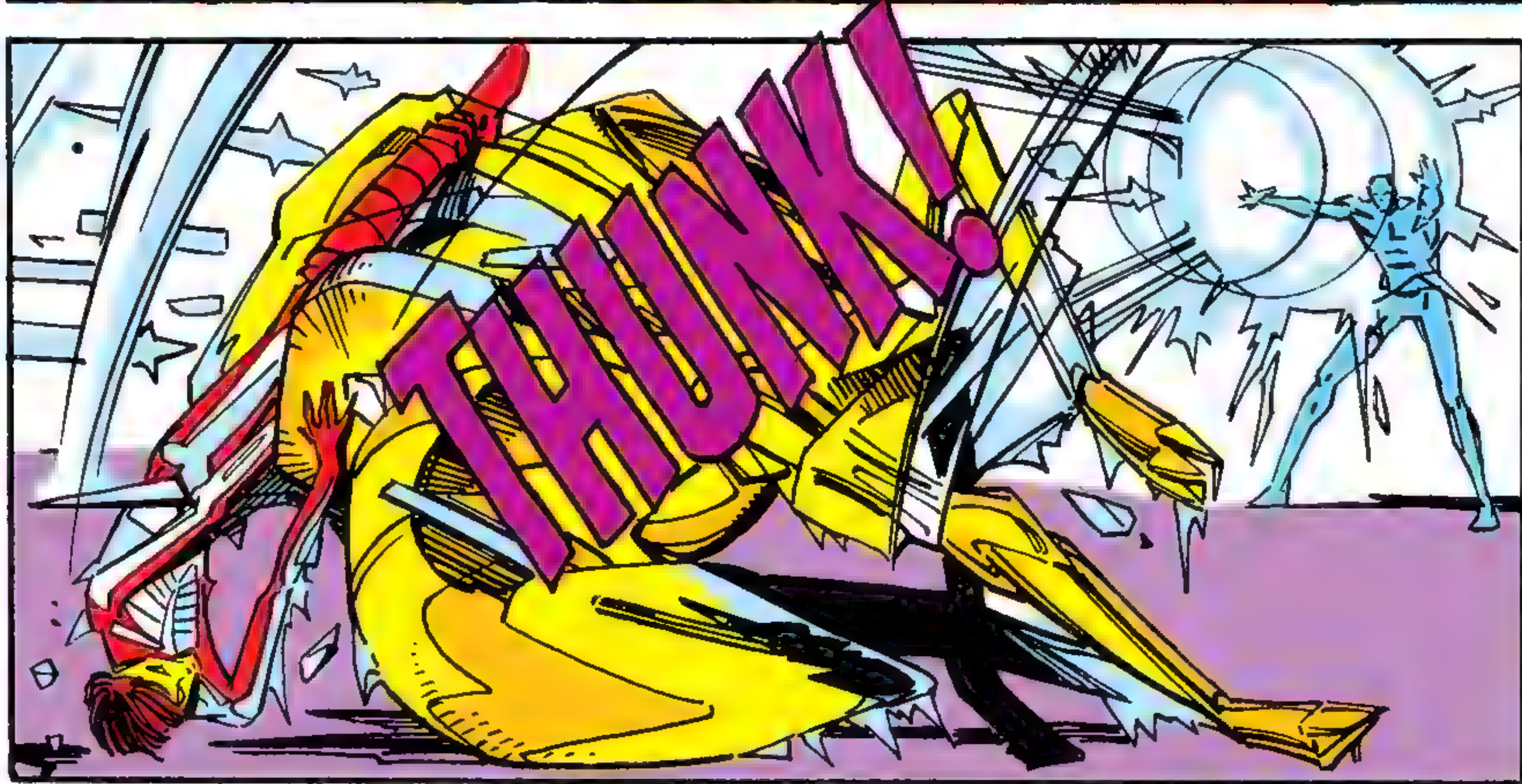
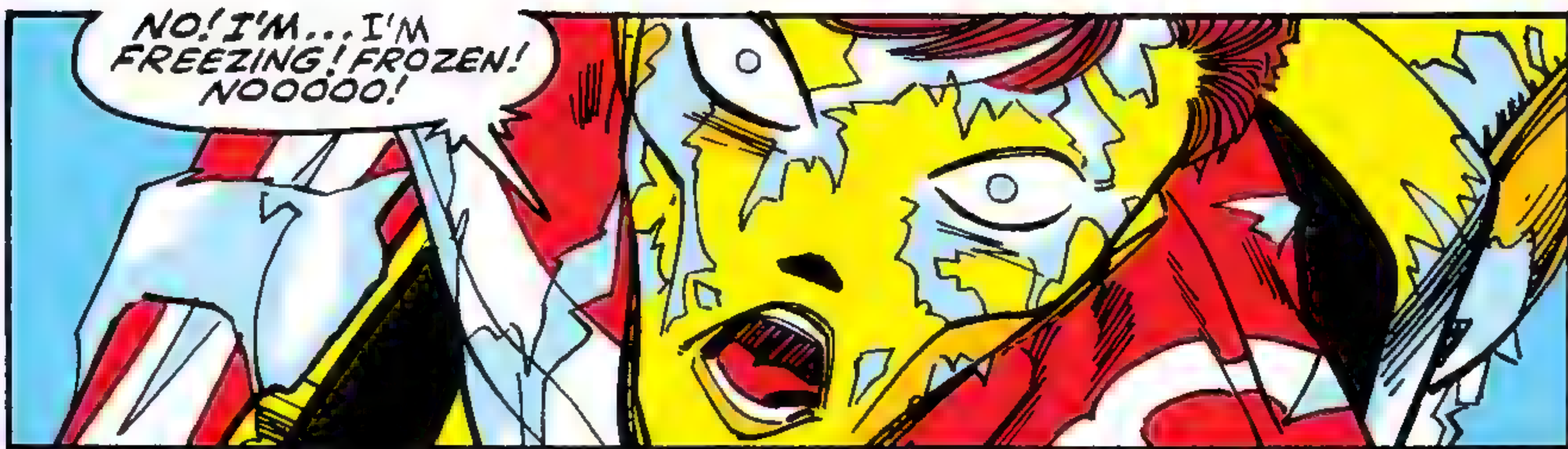


AND I THINK  
IT'S TIME TO SHUT  
OFF THE INHIBITORS  
...AND **CUT LOOSE!**

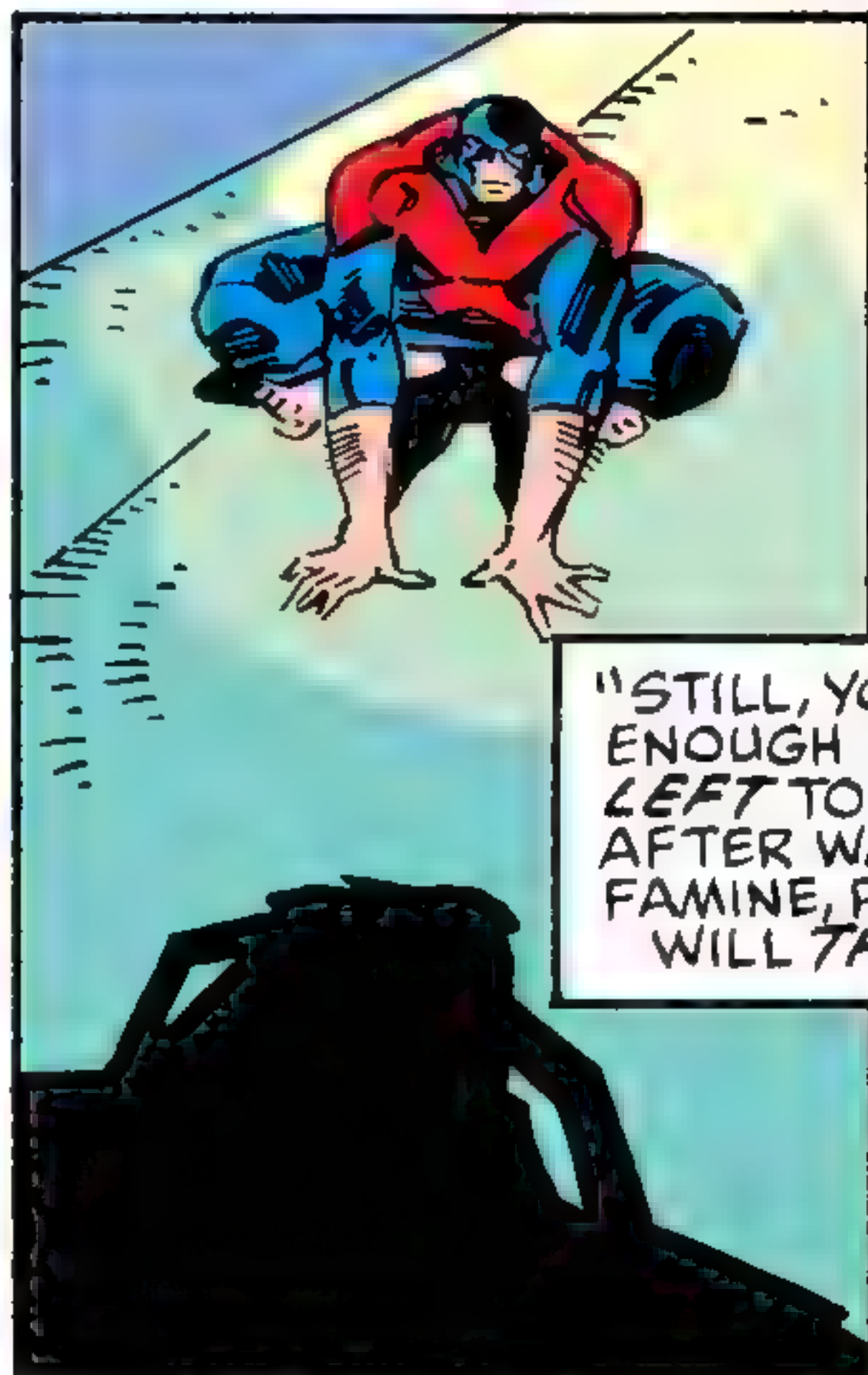




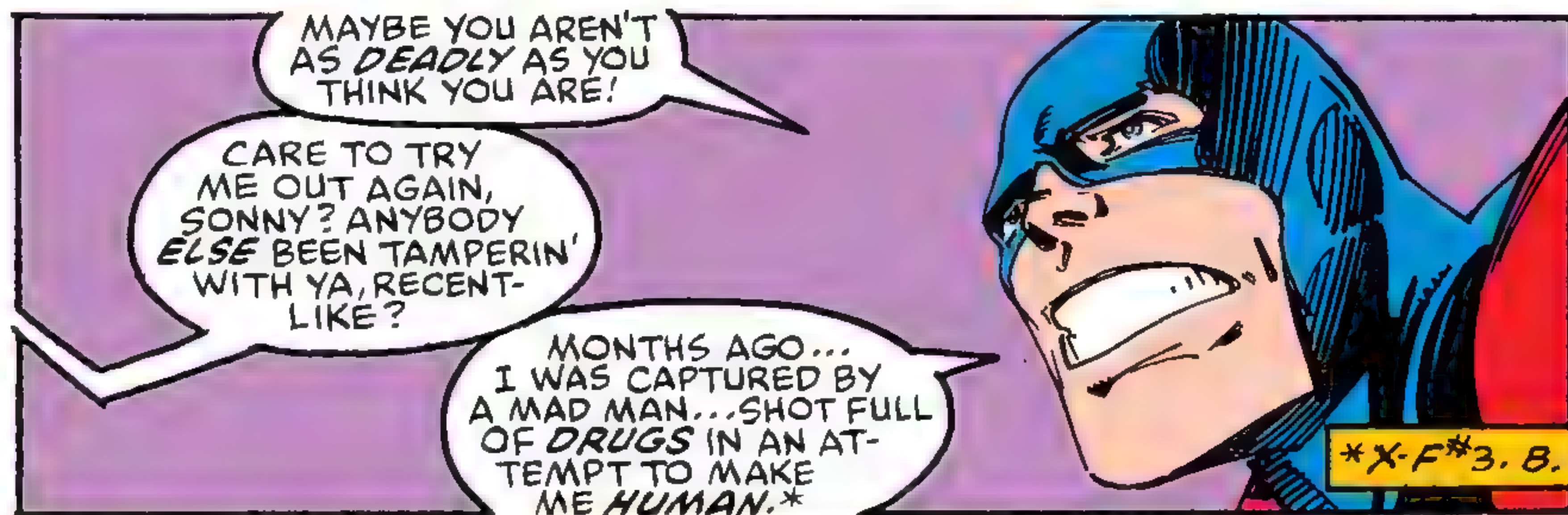
HA! HA!  
HA! HA!



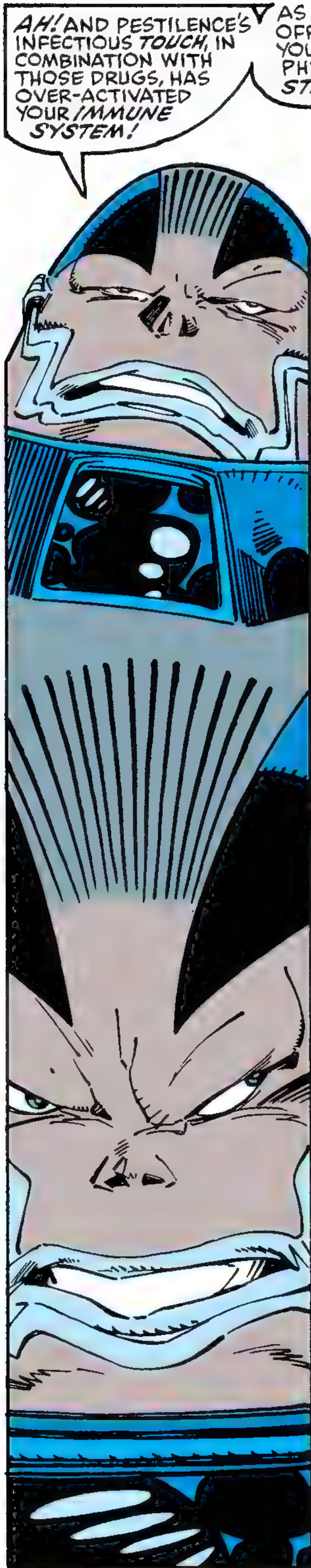
"YOU ARE AN INTELLECTU-  
AL BEAST! OR AT LEAST  
YOU WERE...?"



"STILL, YOU HAVE  
ENOUGH BRAIN  
LEFT TO SEE THAT,  
AFTER WAR AND  
FAMINE, PESTILENCE  
WILL THRIVE."

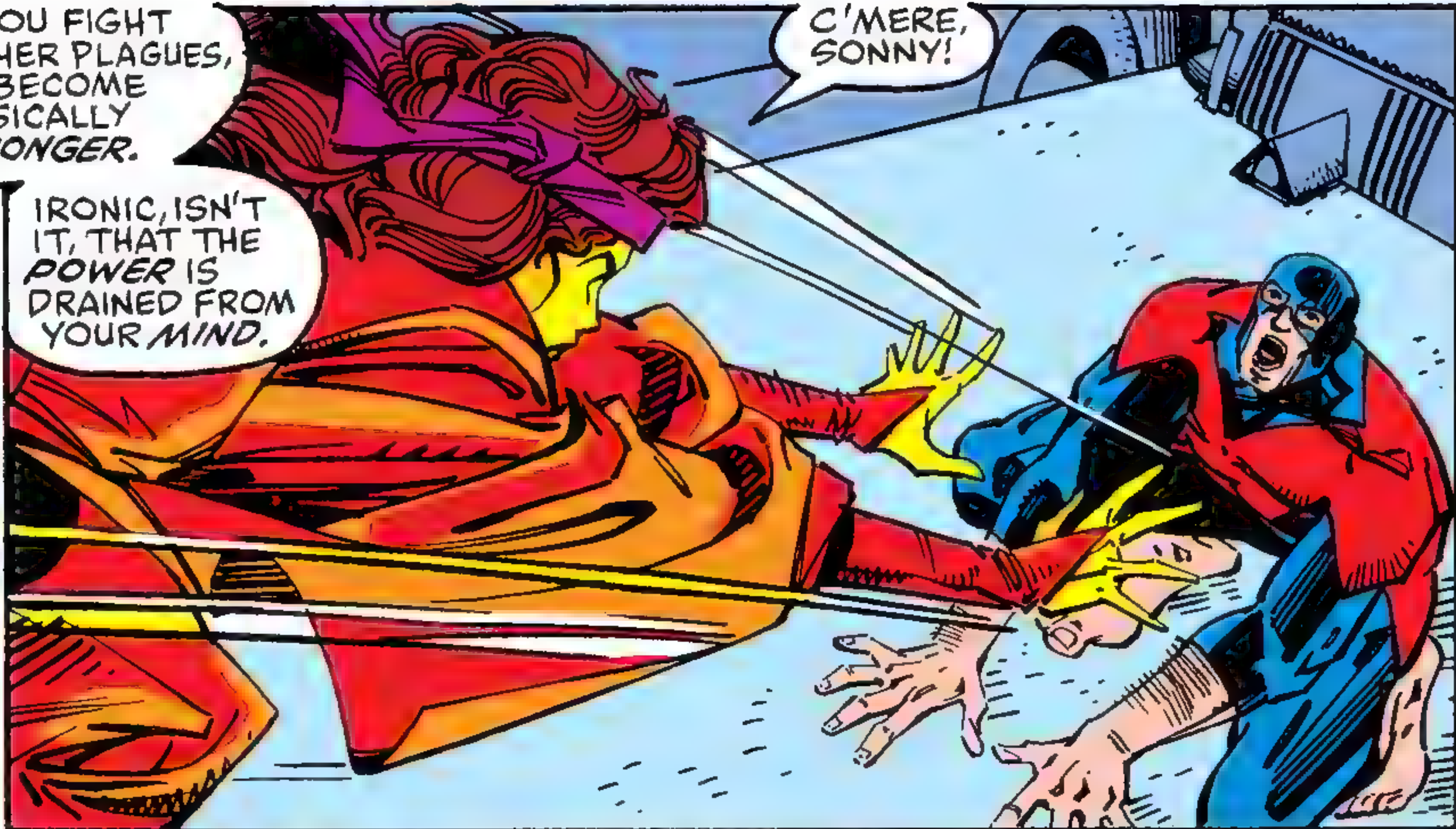




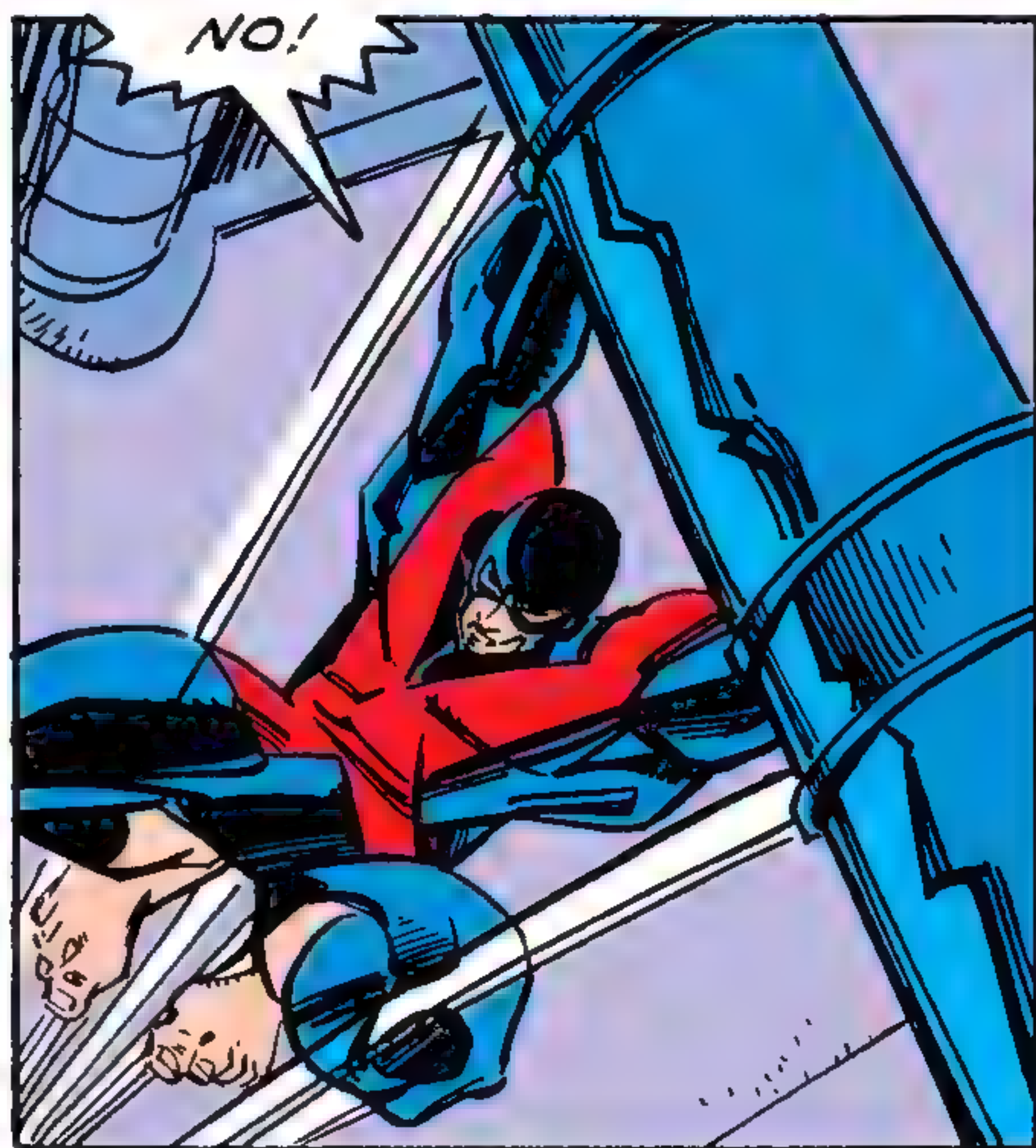
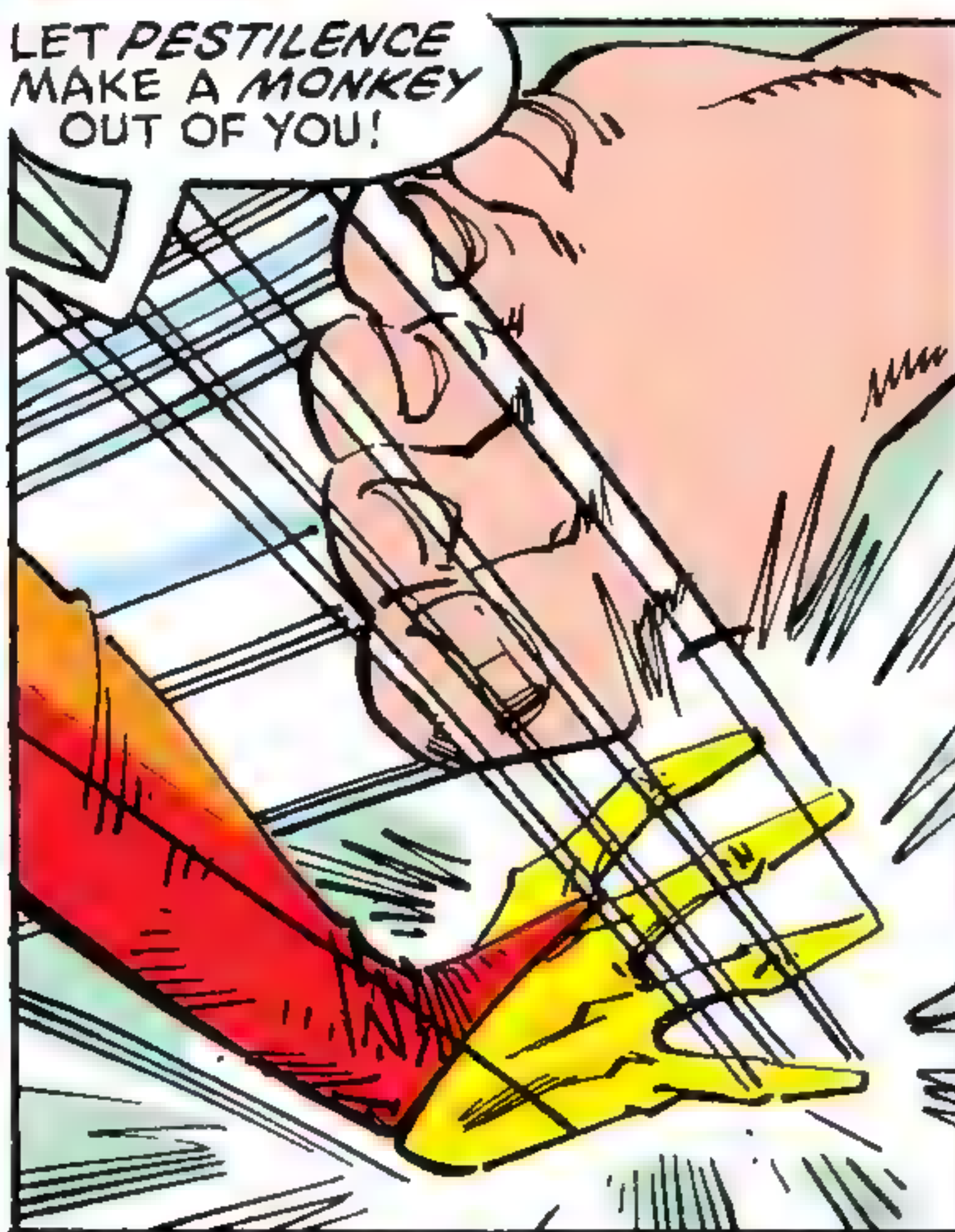


AS YOU FIGHT OFF HER PLAGUES, YOU BECOME PHYSICALLY STRONGER.

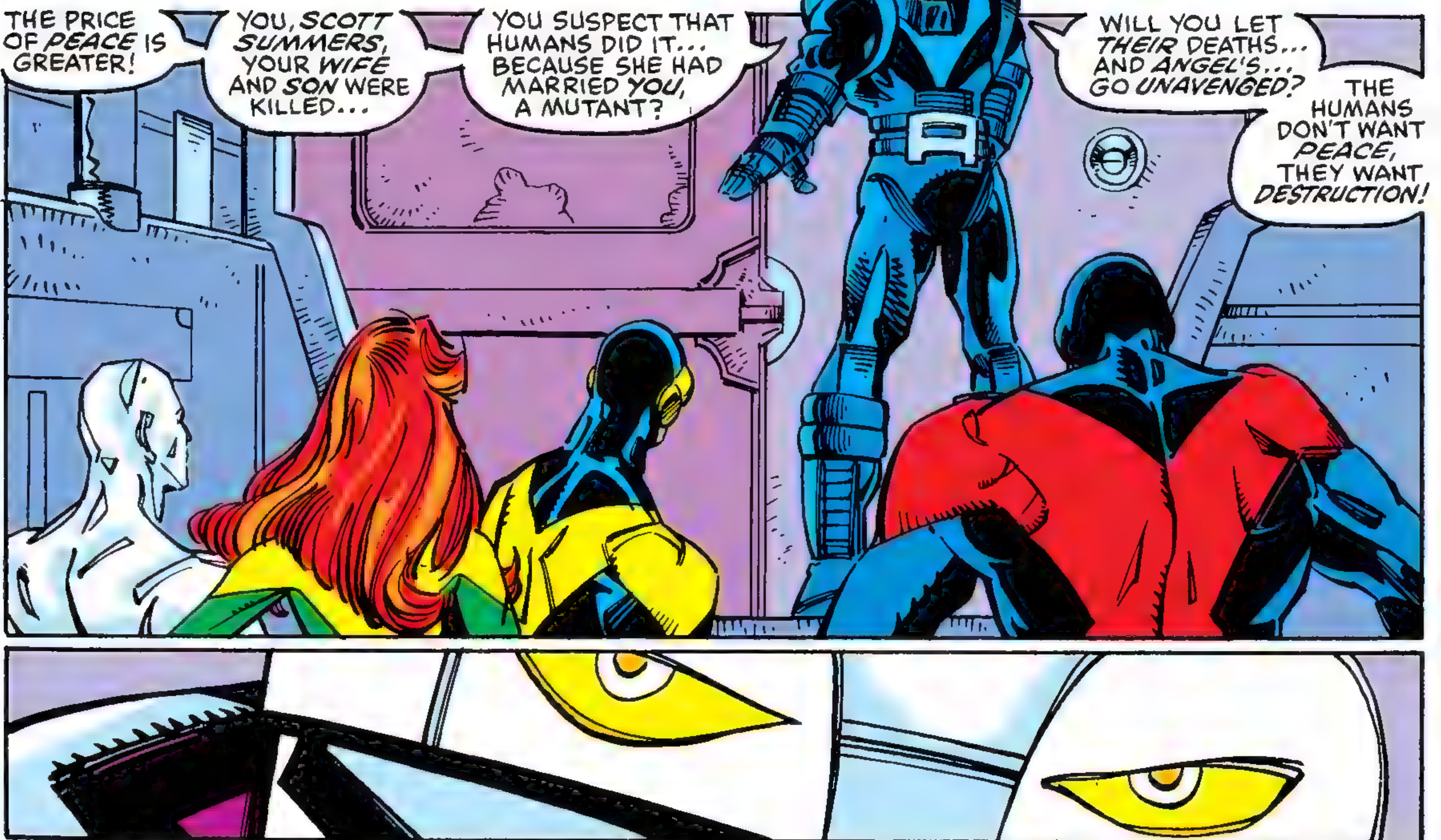
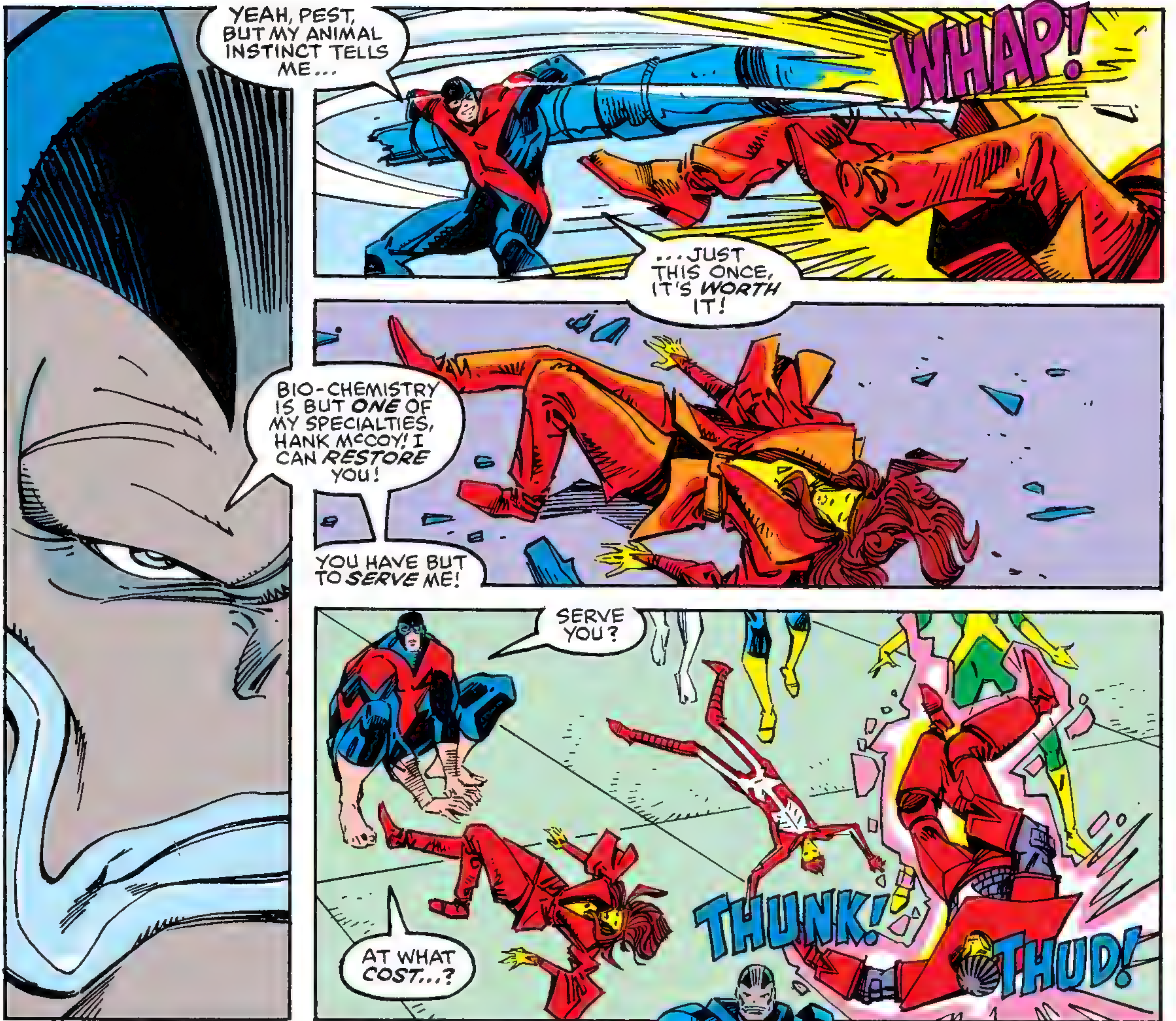
IRONIC, ISN'T IT, THAT THE POWER IS DRAINED FROM YOUR MIND.



LET PESTILENCE MAKE A MONKEY OUT OF YOU!









AND I WILL  
GIVE IT TO  
THEM!

I WILL  
GIVE THEM  
DEATH...

A CHANGE  
OF STATE... BUT  
NOT A STATE  
OF GRACE...

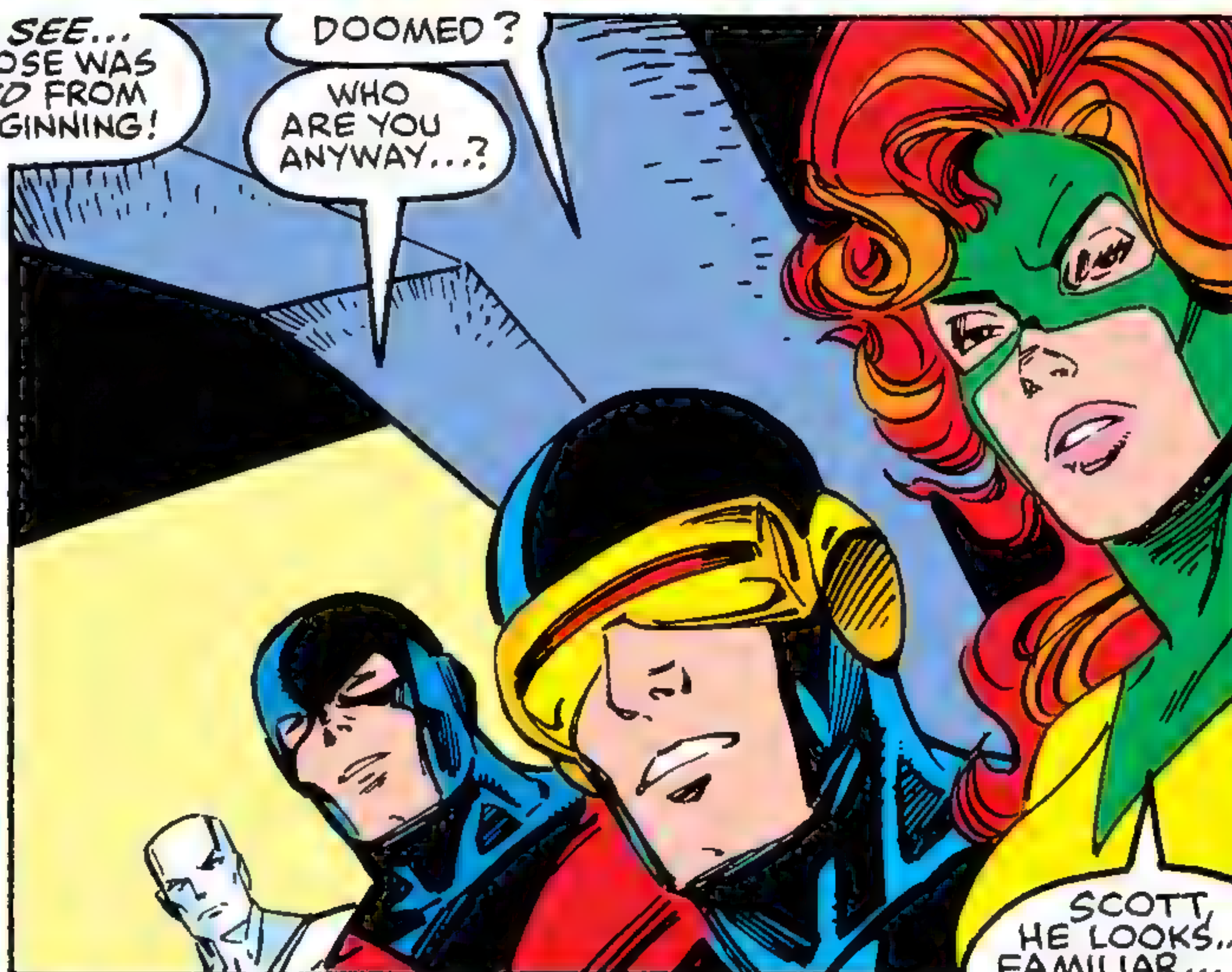
**SLIKT**

THE FETID  
EXHALATION  
OF THE YAWNING  
GRAVE.

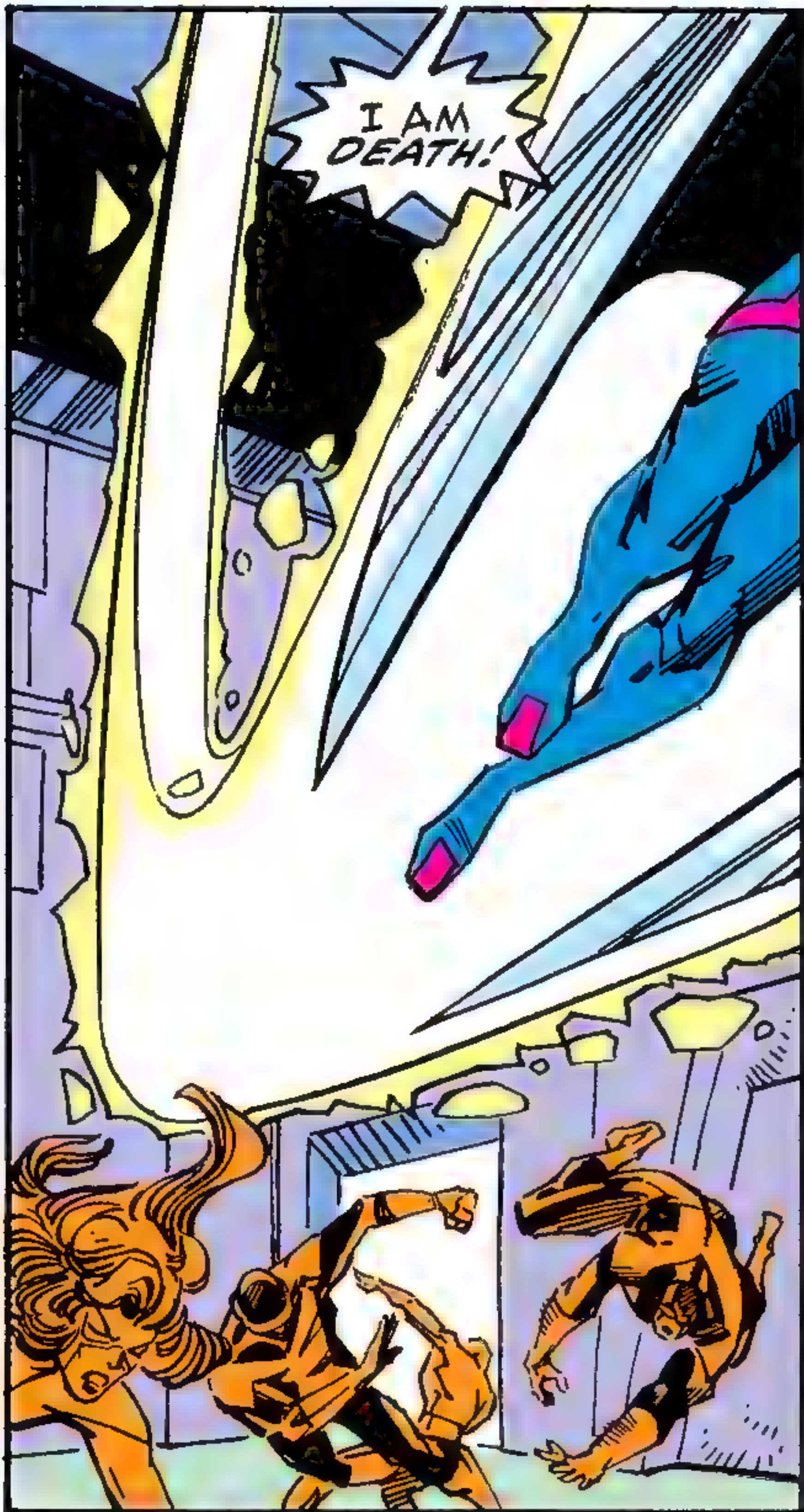
ALL  
LIVING  
THINGS  
AWAIT  
HIM!







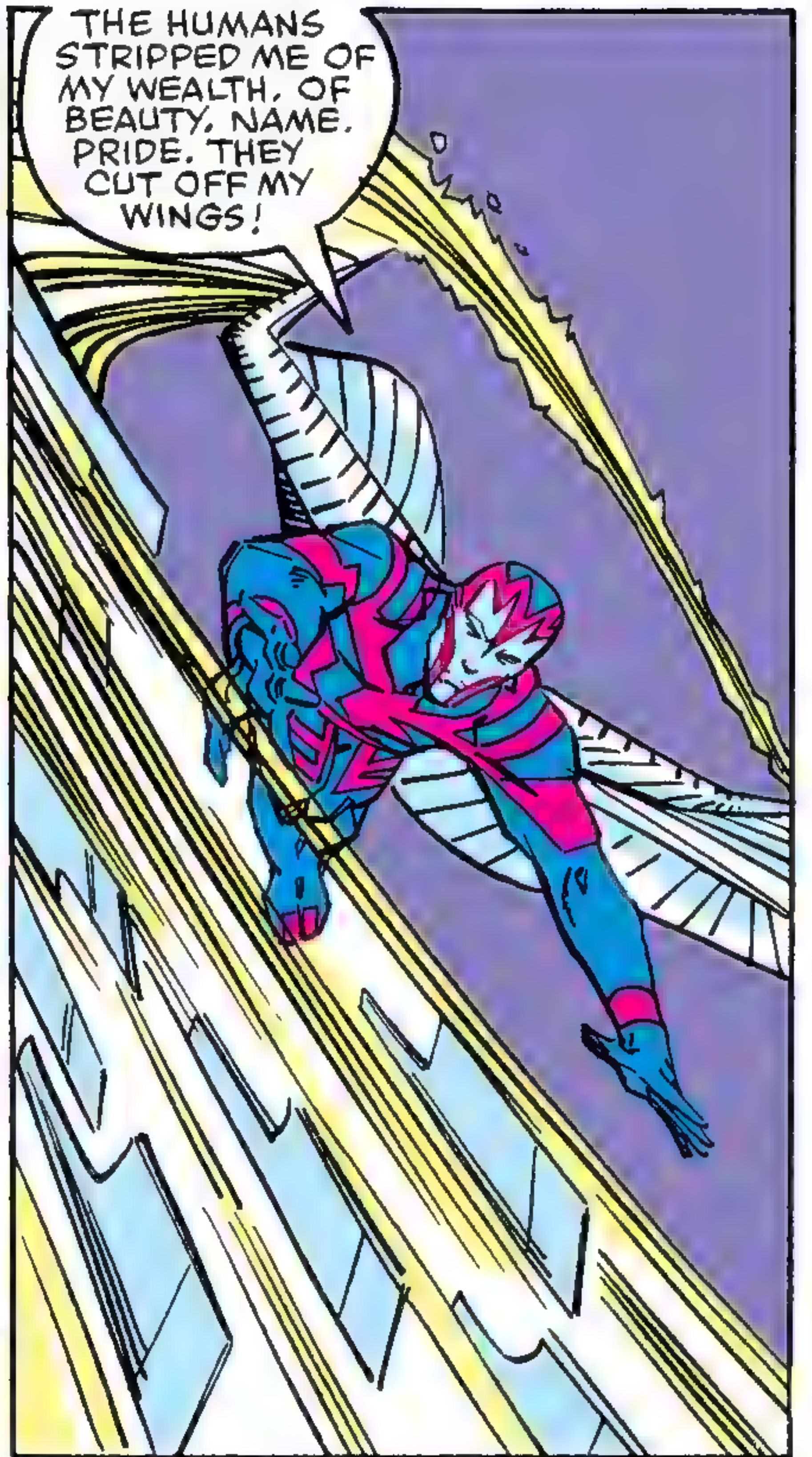




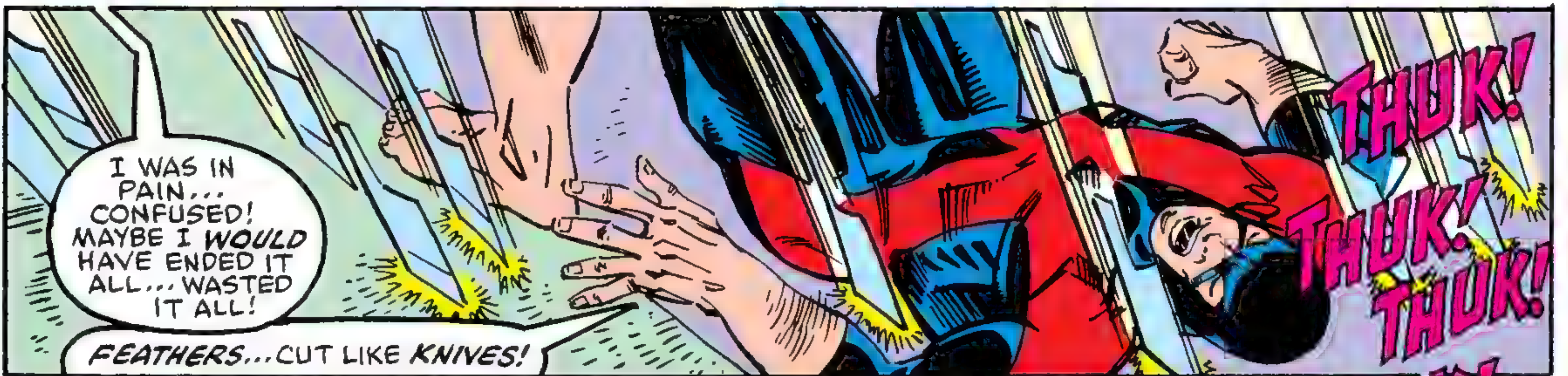
I AM  
DEATH!



ALIVE,  
I WAS  
MISERABLE  
...ALONE.



THE HUMANS  
STRIPPED ME OF  
MY WEALTH, OF  
BEAUTY, NAME,  
PRIDE. THEY  
CUT OFF MY  
WINGS!



I WAS IN  
PAIN...  
CONFUSED!  
MAYBE I WOULD  
HAVE ENDED IT  
ALL... WASTED  
IT ALL!

FEATHERS... CUT LIKE KNIVES!

THUK!  
THUK!  
THUK!



AND THEN  
APOCALYPSE  
TOOK ME...  
RE-MADE ME  
IN HIS  
IMAGE.

CAN'T...  
CAN'T MOVE.  
WHY...

THUK!  
THUK!  
THUK!  
THUK!



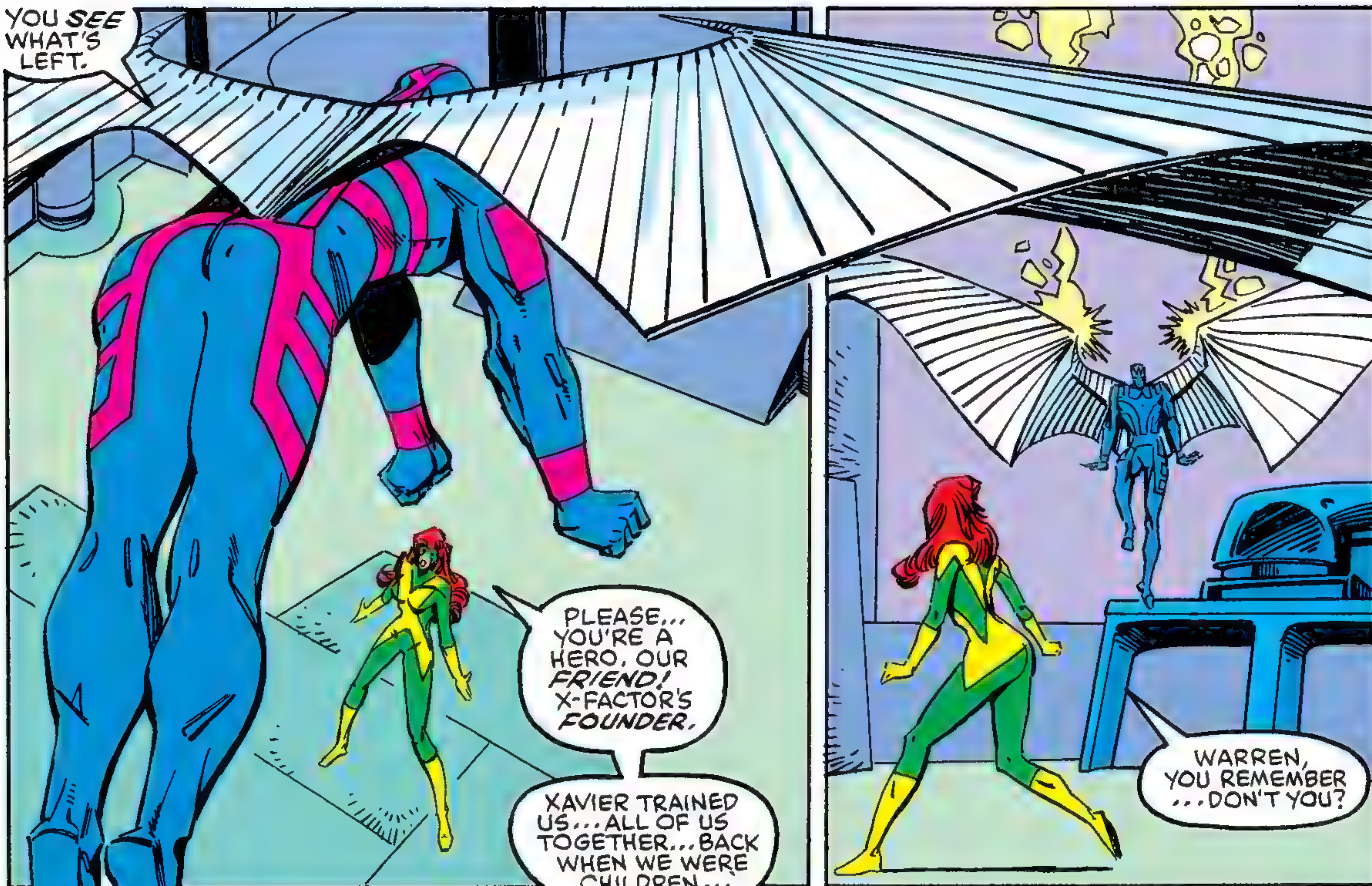
EDGES... LACED  
WITH SYNAPSE  
DISRUPTORS...

I HAVE  
PULLED AWAY  
THE FINAL MASK.

THUK!  
THUK!  
THUK!  
THUK!



YOU SEE  
WHAT'S  
LEFT.



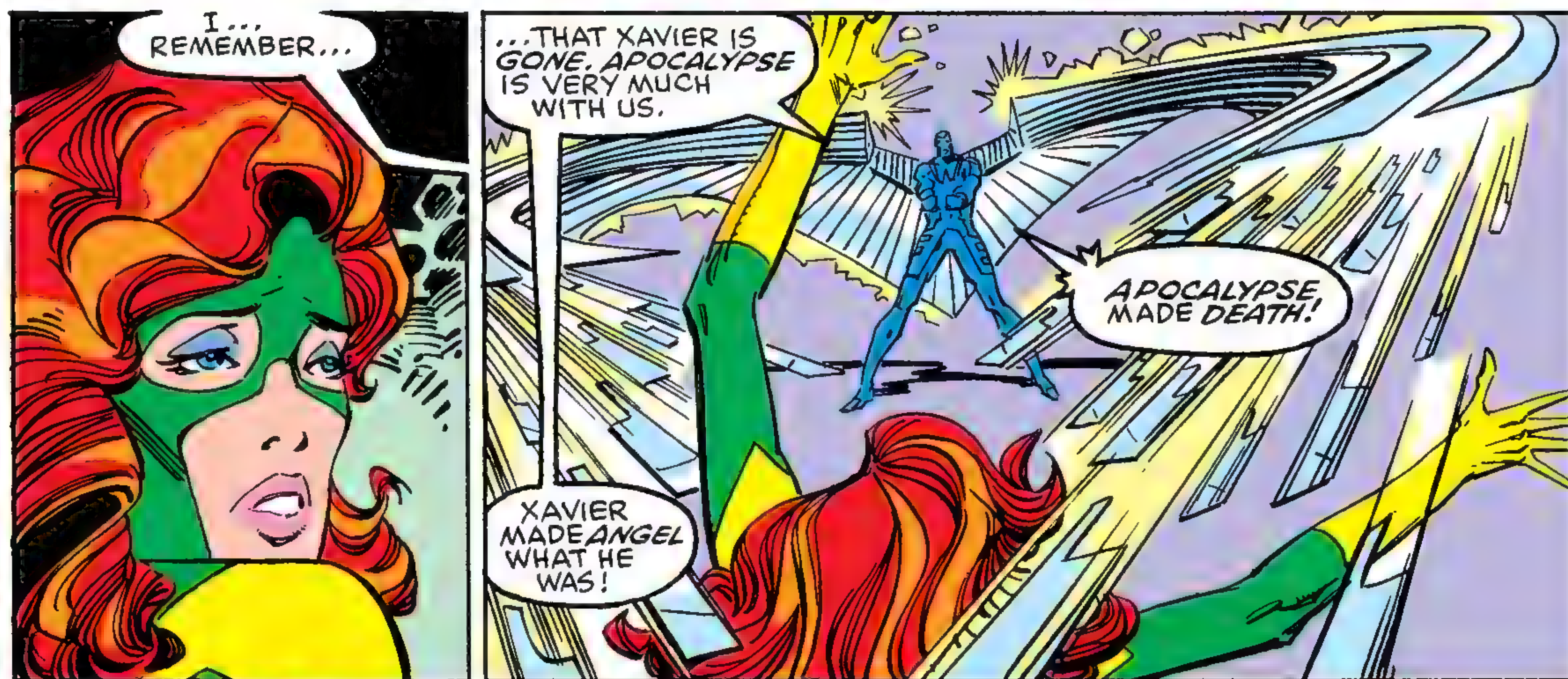
PLEASE...  
YOU'RE A  
HERO, OUR  
FRIEND!  
X-FACTOR'S  
FOUNDER.

XAVIER TRAINED  
US... ALL OF US  
TOGETHER... BACK  
WHEN WE WERE  
CHILDREN...

WARREN,  
YOU REMEMBER  
...DON'T YOU?



...JEANIE...



I...  
REMEMBER...

...THAT XAVIER IS  
GONE. APOCALYPSE  
IS VERY MUCH  
WITH US.

APOCALYPSE  
MADE DEATH!

XAVIER  
MADE ANGEL  
WHAT HE  
WAS!

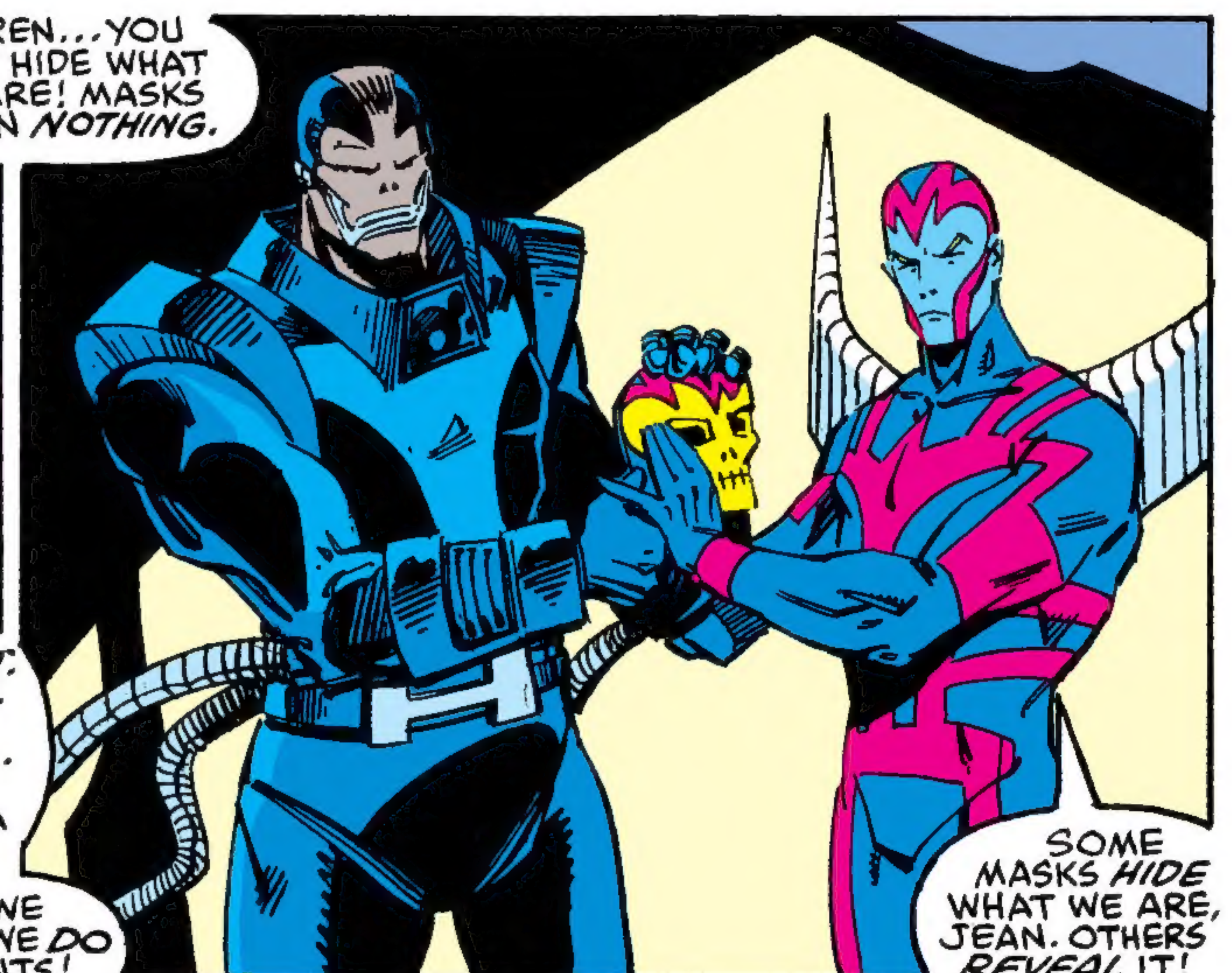
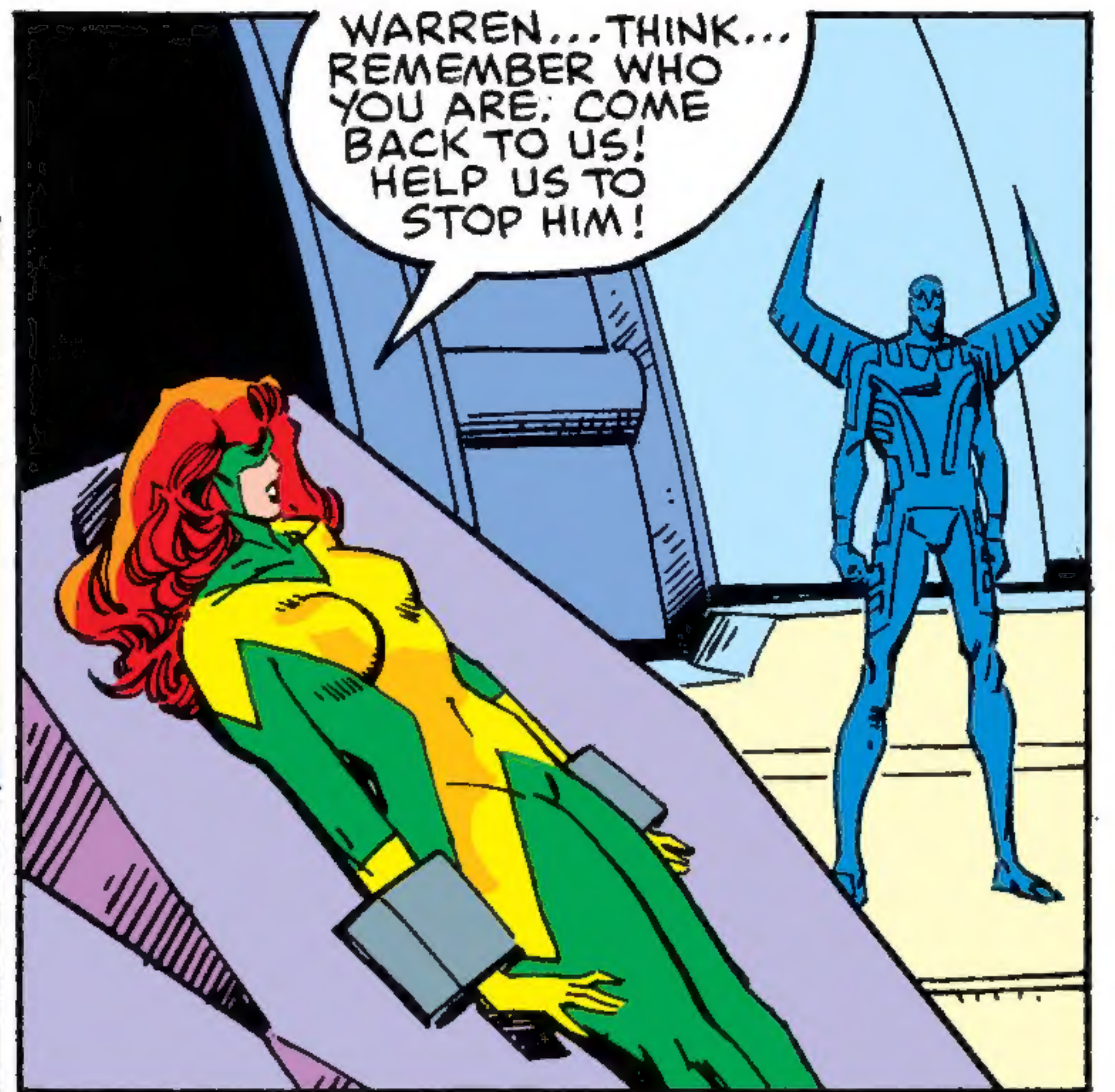
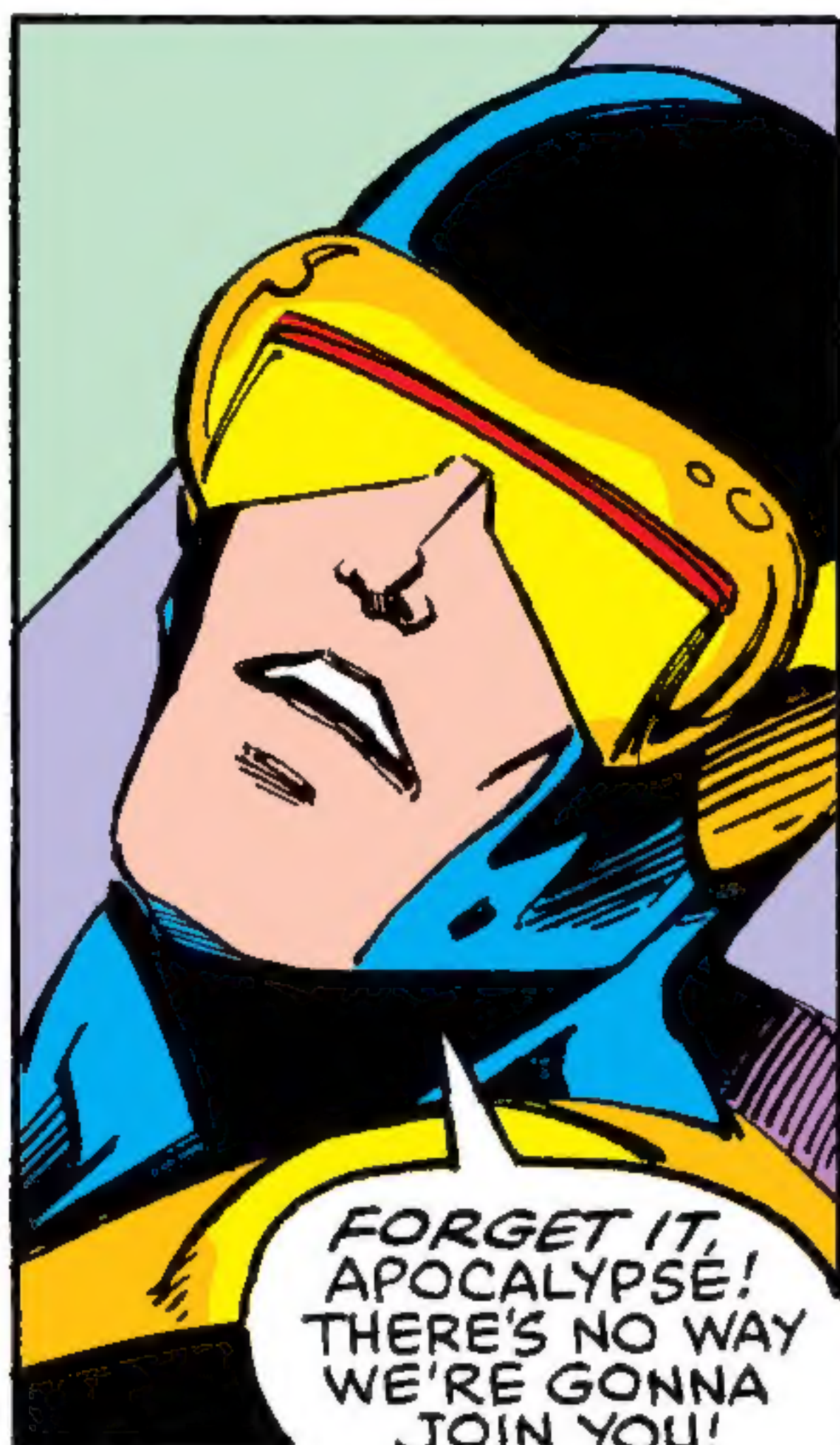
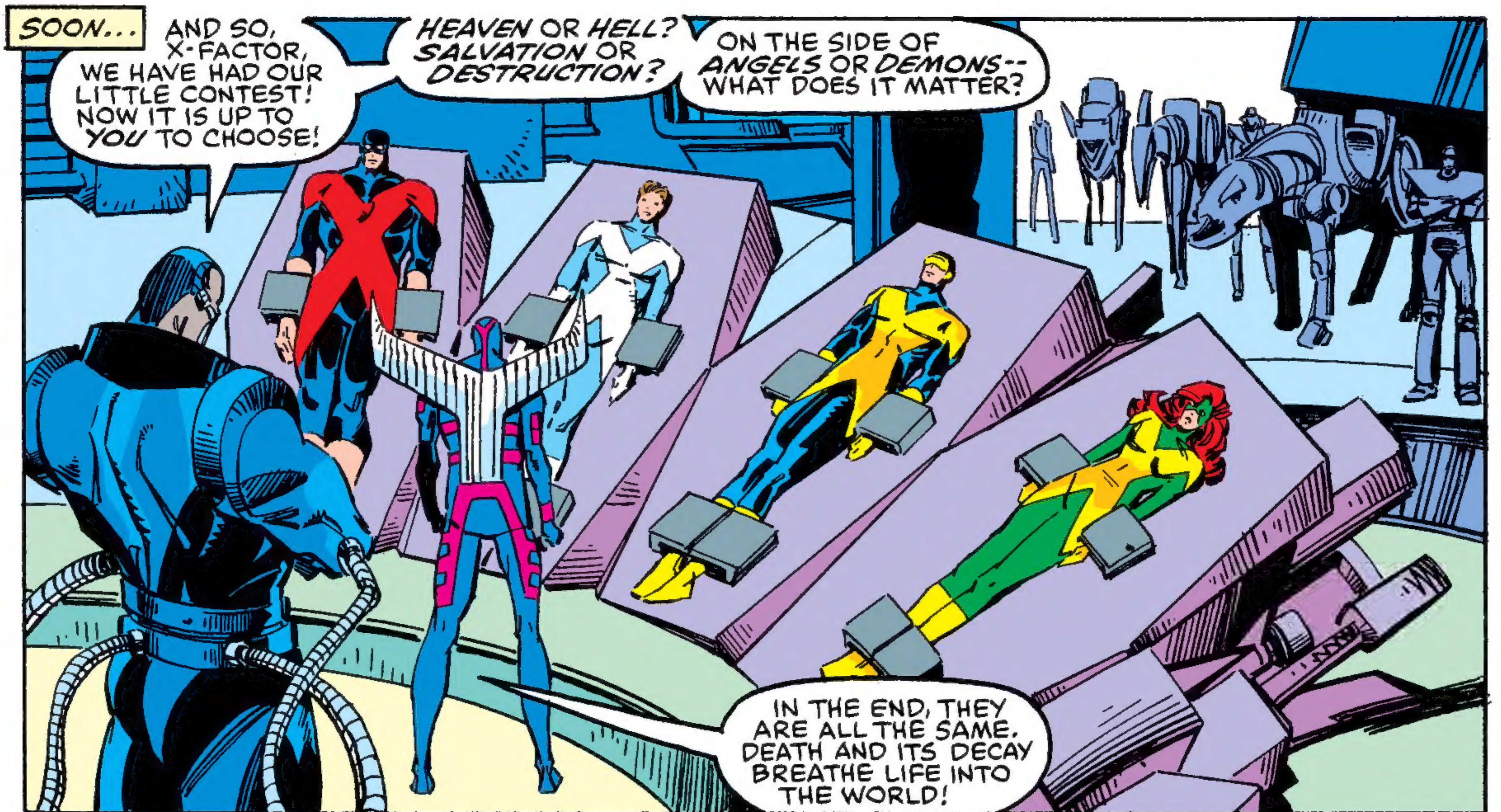


THUK!  
THUK!

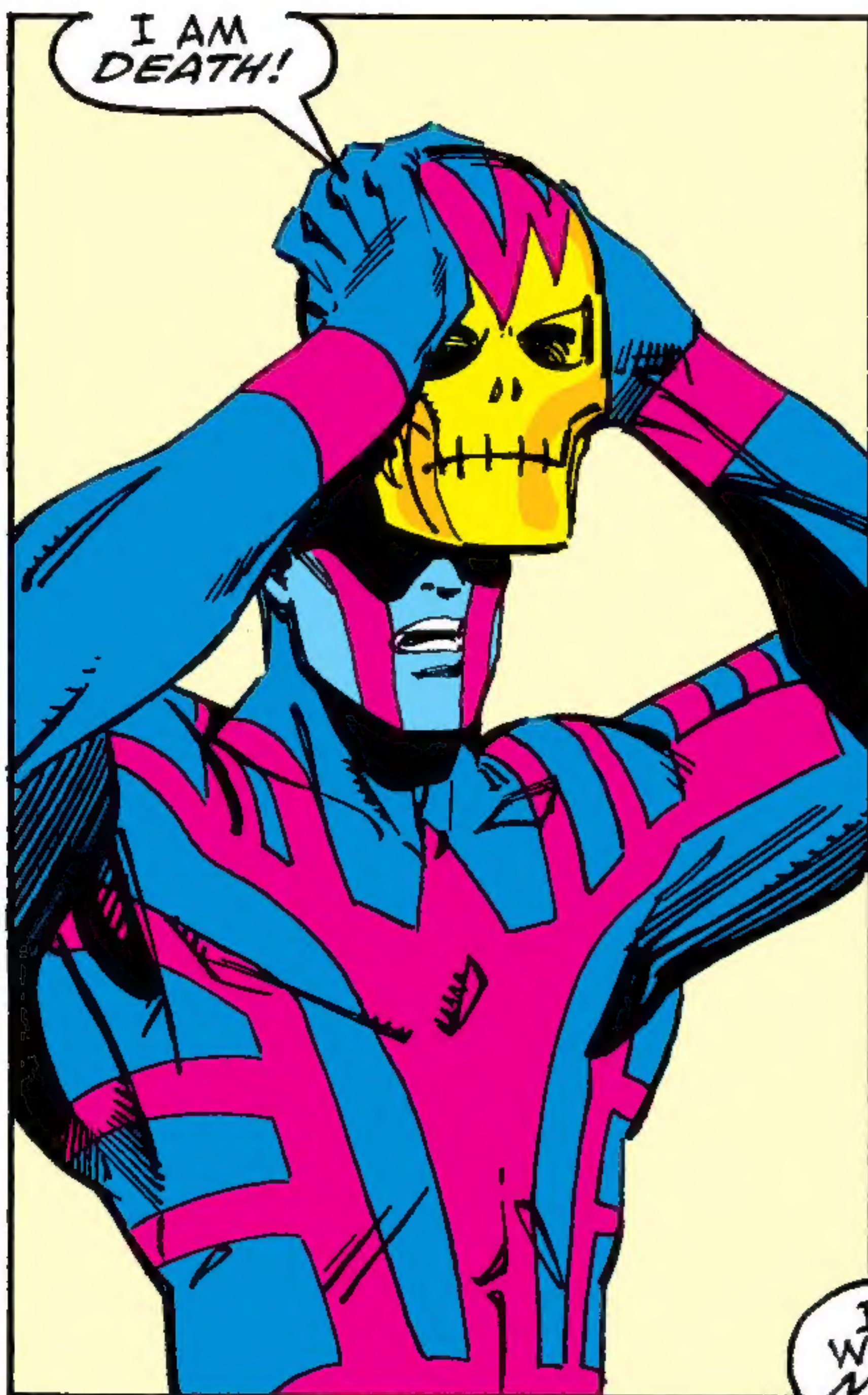
THUK! THUK!

THUK!  
THUK!  
THUK!

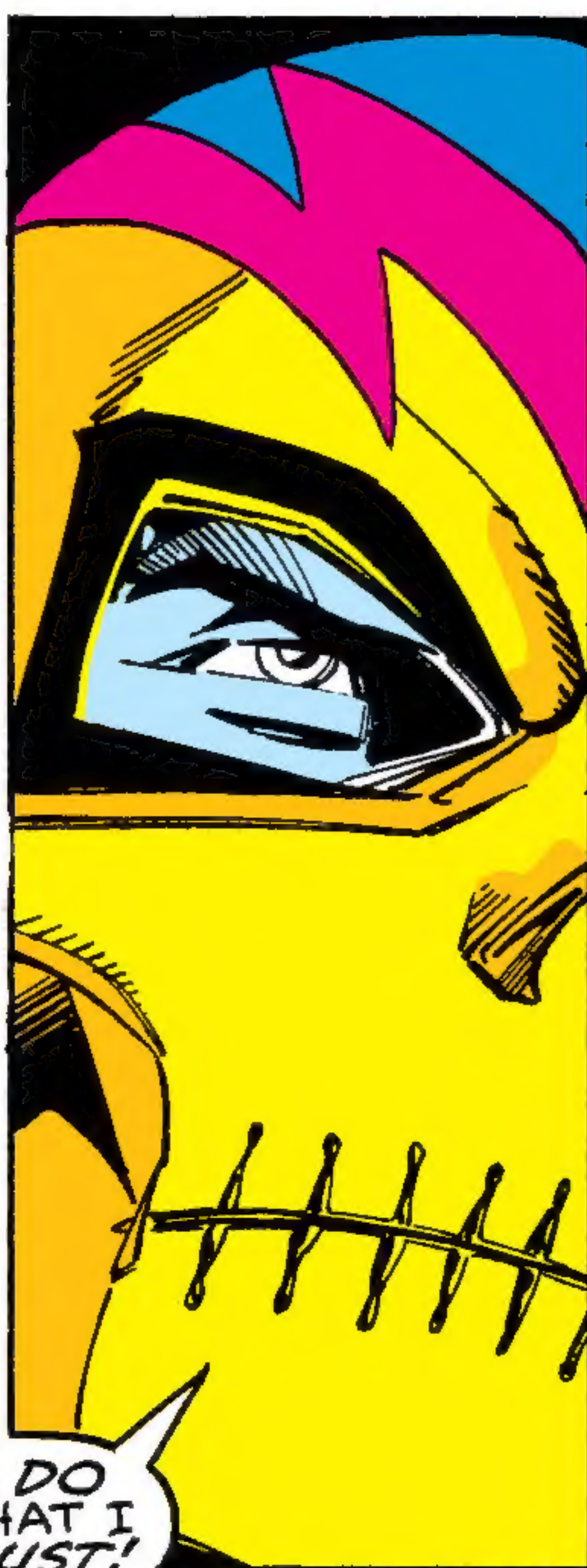




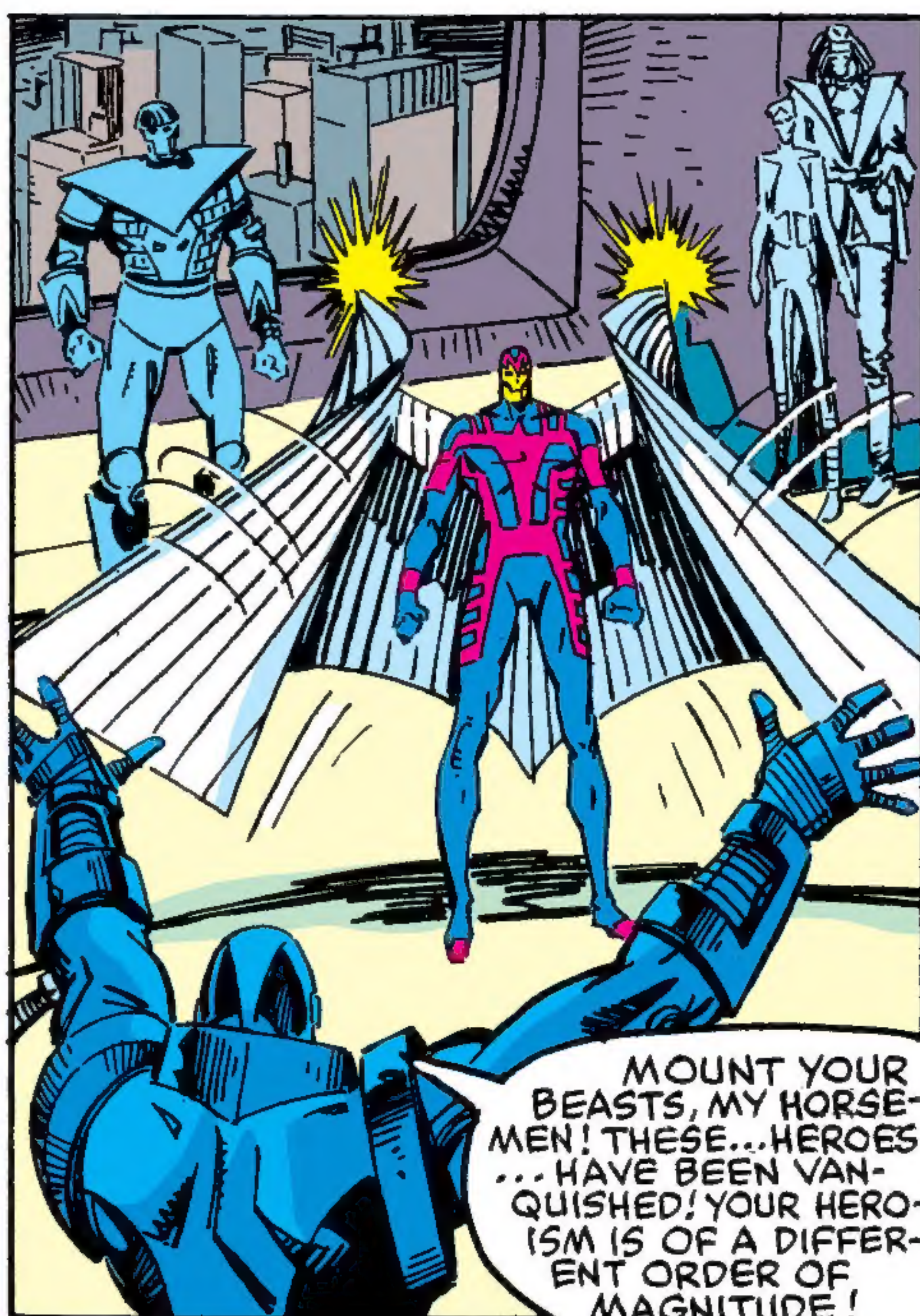




I AM DEATH!



I DO WHAT I MUST!



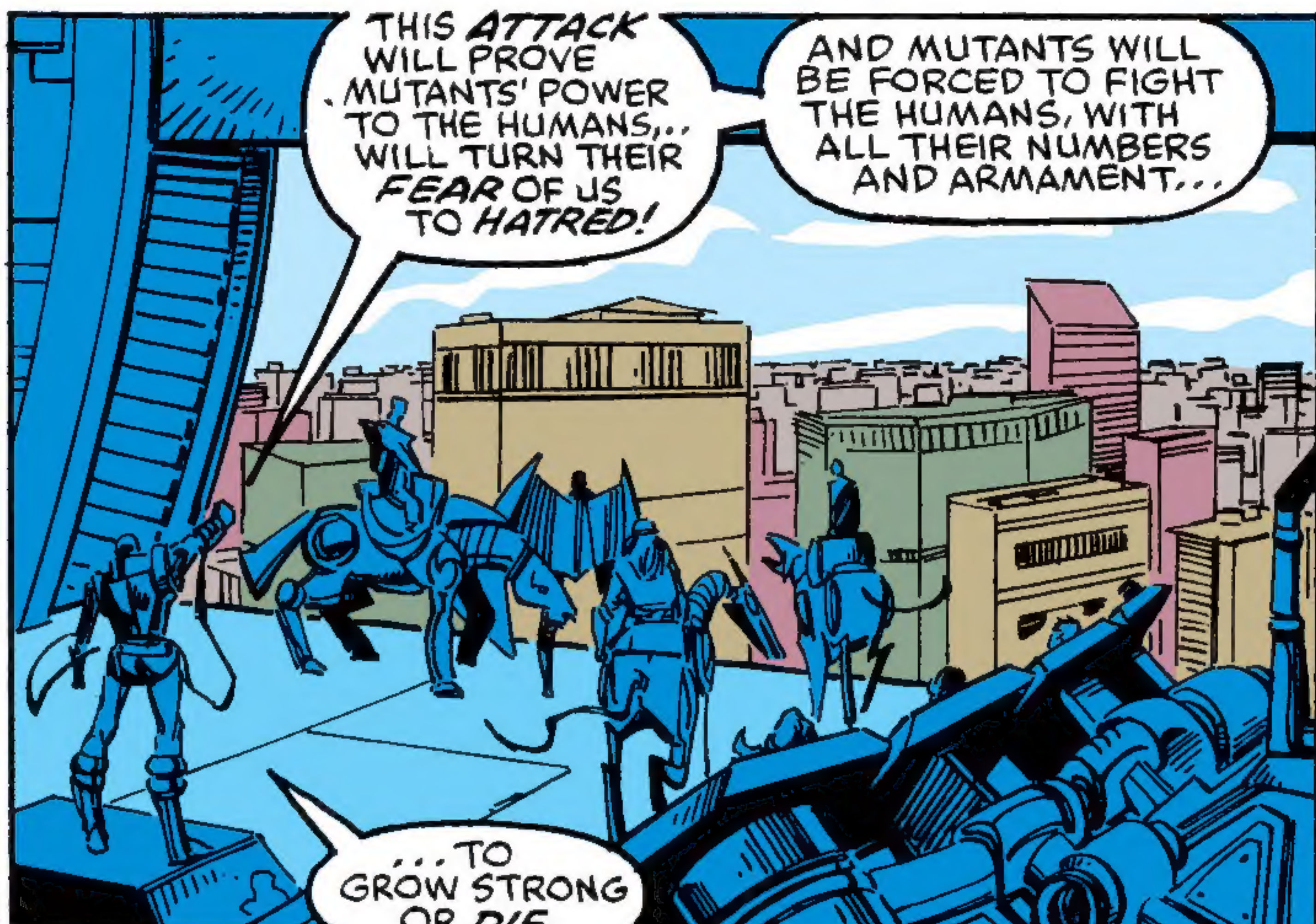
MOUNT YOUR BEASTS, MY HORSE-MEN! THESE...HEROES...HAVE BEEN VAN-QUISHED! YOUR HERO-ISM IS OF A DIFFER-ENT ORDER OF MAGNITUDE!



WARREN!



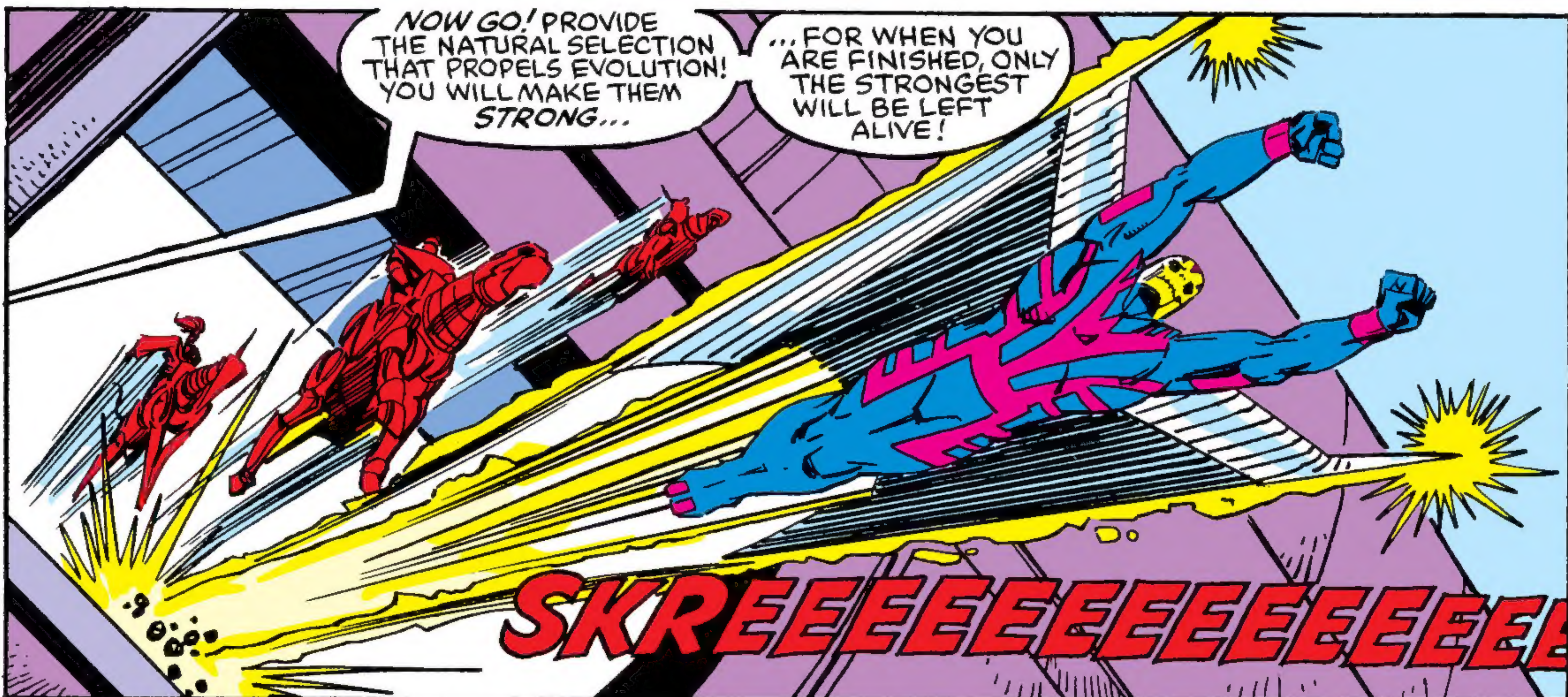
LET'S GO!



THIS ATTACK WILL PROVE MUTANTS' POWER TO THE HUMANS... WILL TURN THEIR FEAR OF US TO HATRED!

AND MUTANTS WILL BE FORCED TO FIGHT THE HUMANS, WITH ALL THEIR NUMBERS AND ARMAMENT...

... TO GROW STRONG OR DIE.

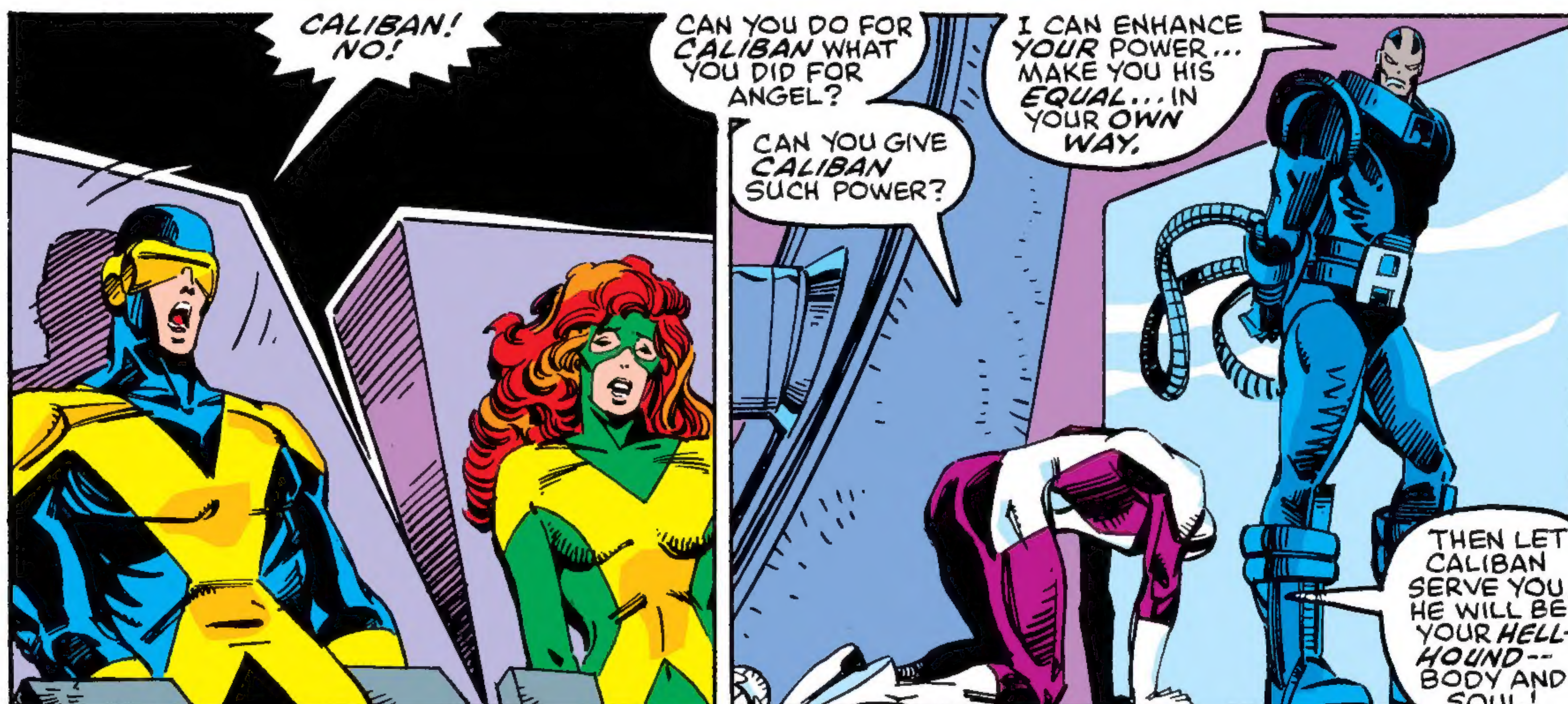
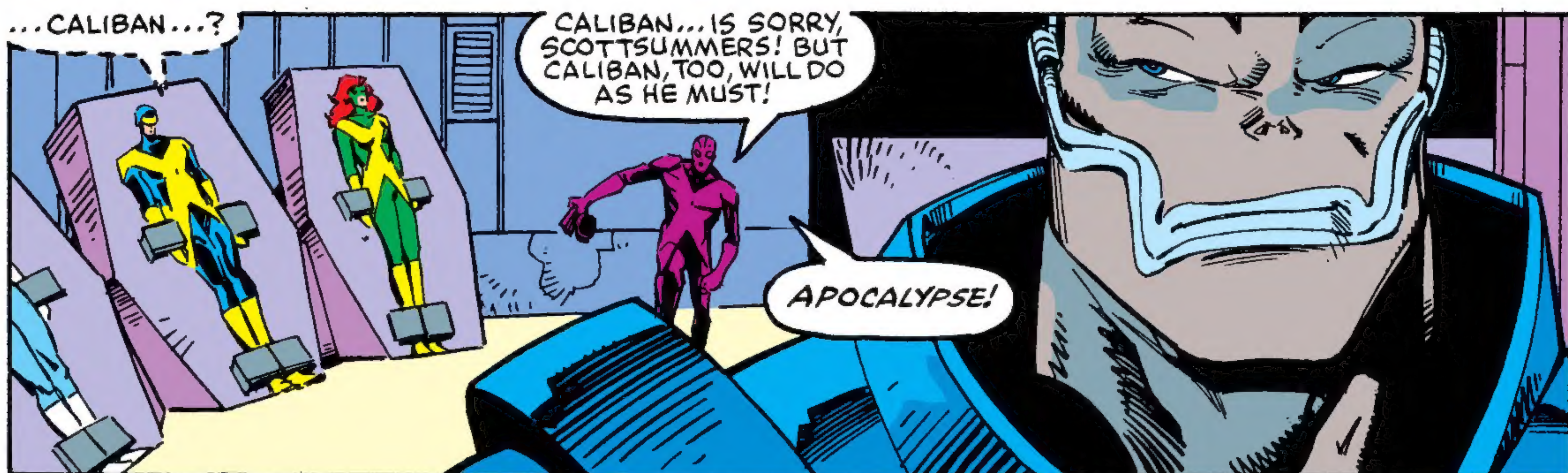
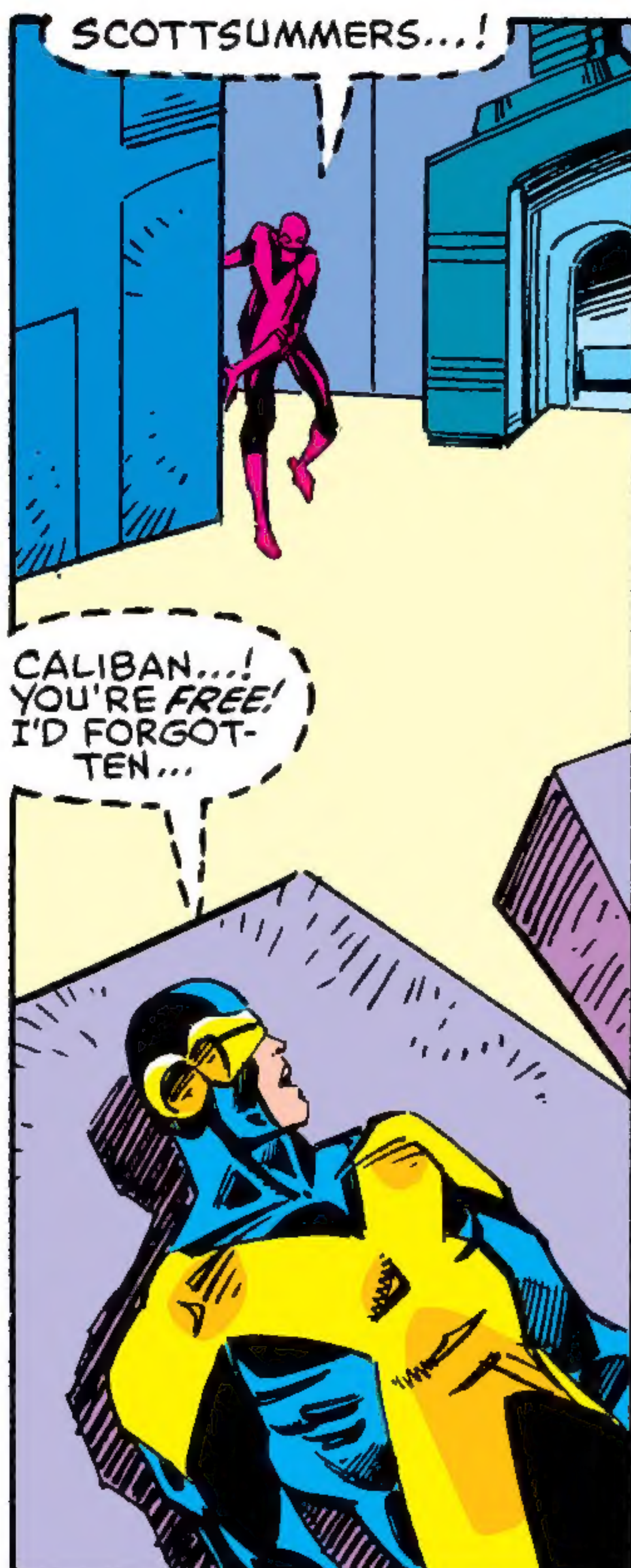


NOW GO! PROVIDE THE NATURAL SELECTION THAT PROPELS EVOLUTION! YOU WILL MAKE THEM STRONG...

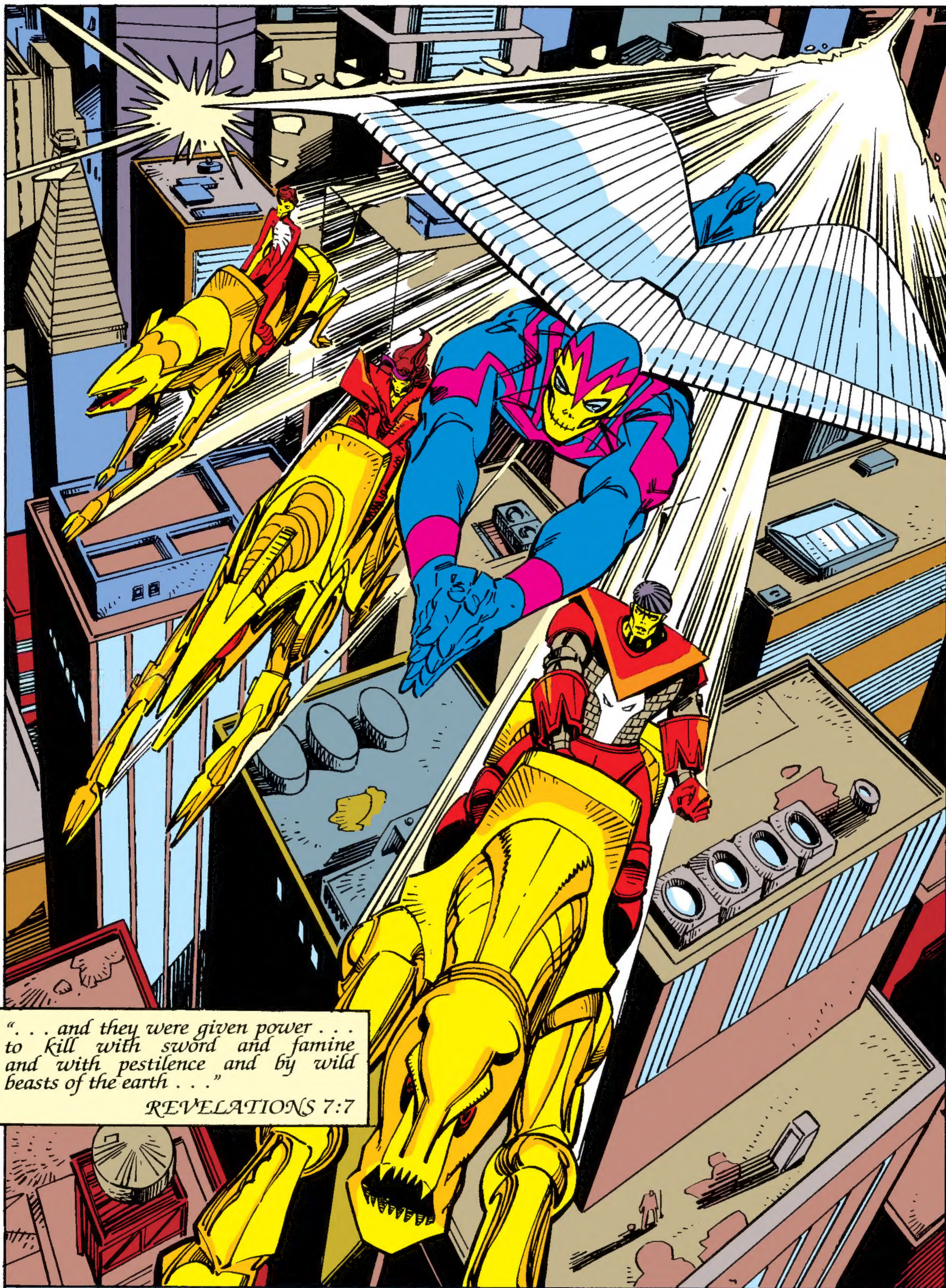
... FOR WHEN YOU ARE FINISHED, ONLY THE STRONGEST WILL BE LEFT ALIVE!

SKREEEEEEEEEEEEEEEE









*"... and they were given power . . .  
to kill with sword and famine  
and with pestilence and by wild  
beasts of the earth . . ."*

*REVELATIONS 7:7*

**NEXT ISSUE: JUDGMENT DAY!** BE HERE!